MARVEL

SPIDER-MAN

THE COMPLETE BLACK COSTUME SAGA

THE SHOCKING STORY OF SPIDEY'S SYMBIOTE SUIT!

Peter Parker returns from the Secret Wars with a snazzy new black costume that makes him faster and stronger — and gives him an unending, built-in supply of webbing! All the better for tussling with fearsome new foes like the Rose, the Puma and the Spot! But curse that ol' Parker luck! The suit is a hungry alien — and it's grown very attached to him! Spider-Man will face the fight of his life against the symbiote that is destined to become his deadliest enemy, Venom!

Collecting *Amazing Spider-Man (1963) #252-263* and *Annual (1964) #18*; *Marvel Team-Up (1972) #141-150* and *Annual (1976) #7*; *Peter Parker, the Spectacular Spider-Man (1976) #90-100* and *Annual (1979) #4*; and *Web of Spider-Man (1985) #1* — written by Tom DeFalco, Roger Stern, Bob Layton, Stan Lee, Christopher Priest, David Michelinie, Cary Burkett, Tony Isabella, Louise Simonson, Bob DeNatale, Al Milgrom and Bill Mantlo; and illustrated by Ron Frenz, Rick Leonardi, Bob Layton, Greg LaRocque, Bret Blevins, Paul Neary, David Mazzucchelli, Al Milgrom, Herb Trimpe, Sal Buscema, Kerry Gammill and Ron Randall.

MARVEL T

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SPIDER-MAN

THE COMPLETE BLACK COSTUME SAGA

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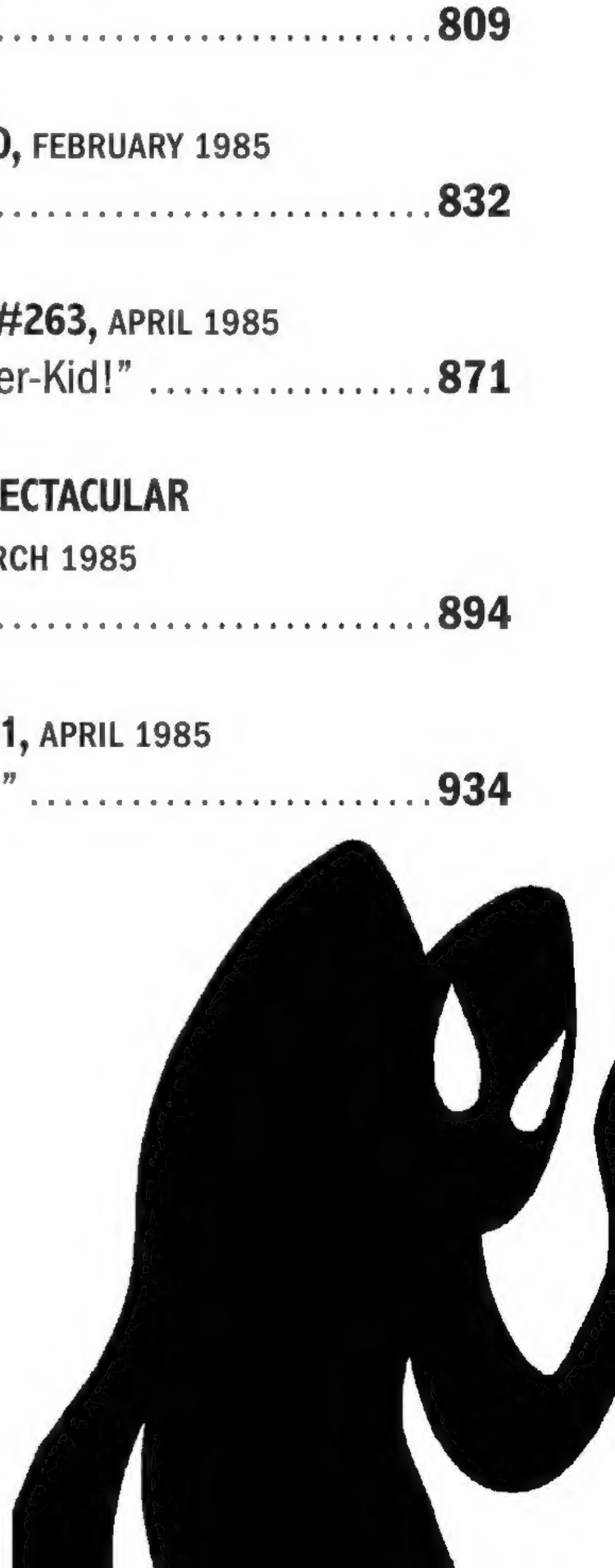


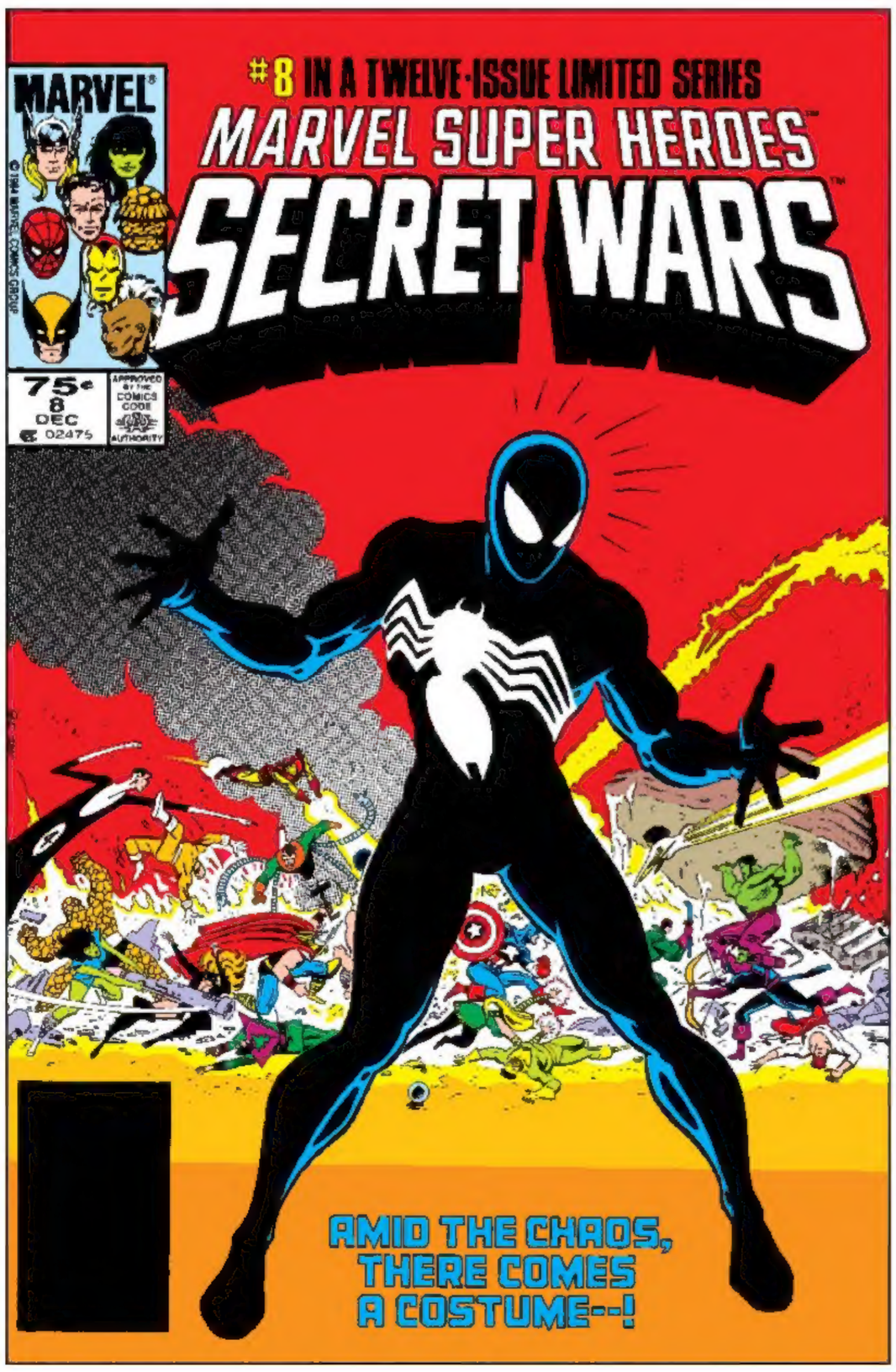
Recently, Spider-Man became romantically involved with the reformed burglar called the Black Cat. Their romance was often frustrating and ethically challenging, yet wildly exciting. Spider-Man revealed his secret identity to the Cat, but although Spider-Man truly loved her, the Cat only loved Spider-Man — not the humdrum Peter Parker. Moreover, she feared telling him that she owed the Kingpin for a clandestine power augmentation she received in order to not be a liability to her lover while fighting crime by his side.

Further complicating Peter's love life, his old flame Mary Jane Watson moved back from Florida after previously rejecting Peter's marriage proposal. Peter's Aunt May, unaware that her dear nephew was also "that awful Spider-Man," began conspiring with Mary Jane's Aunt Anna to pair Peter and MJ together again.

Meanwhile, a mystery man acquired the equipment and arsenal of Norman Osborn, the original Green Goblin. Renaming himself the Hobgoblin, this mystery figure made deals with the criminal underworld while blackmailing many of New York's wealthy businessmen — including Peter's old college roommate Harry Osborn, who, with wife Liz, was expecting his first child.

Suddenly, Spider-Man was swept up in the fantastic adventure known as the "Secret Wars." Spider-Man and several other heroes, including members of the Avengers, X-Men and Fantastic Four, were transported to a constructed planet called Battleworld — along with over a dozen dangerous villains, including Galactus! An invisible, near-omnipotent being called the Beyonder challenged the two teams to battle as he studied the concept of desire. During the fighting that ensued, Spider-Man's costume was shredded, and he obtained a replacement from a high-tech piece of alien machinery found in the heroes' makeshift base. With a sleek black design, the costume had many strange new abilities — including shape-changing and responding to Spider-Man's thoughts.

In the end, the heroes triumphed and found a way to transport themselves back to Earth. But Spider-Man would soon discover that he had brought home far more than a piece of alien clothing...



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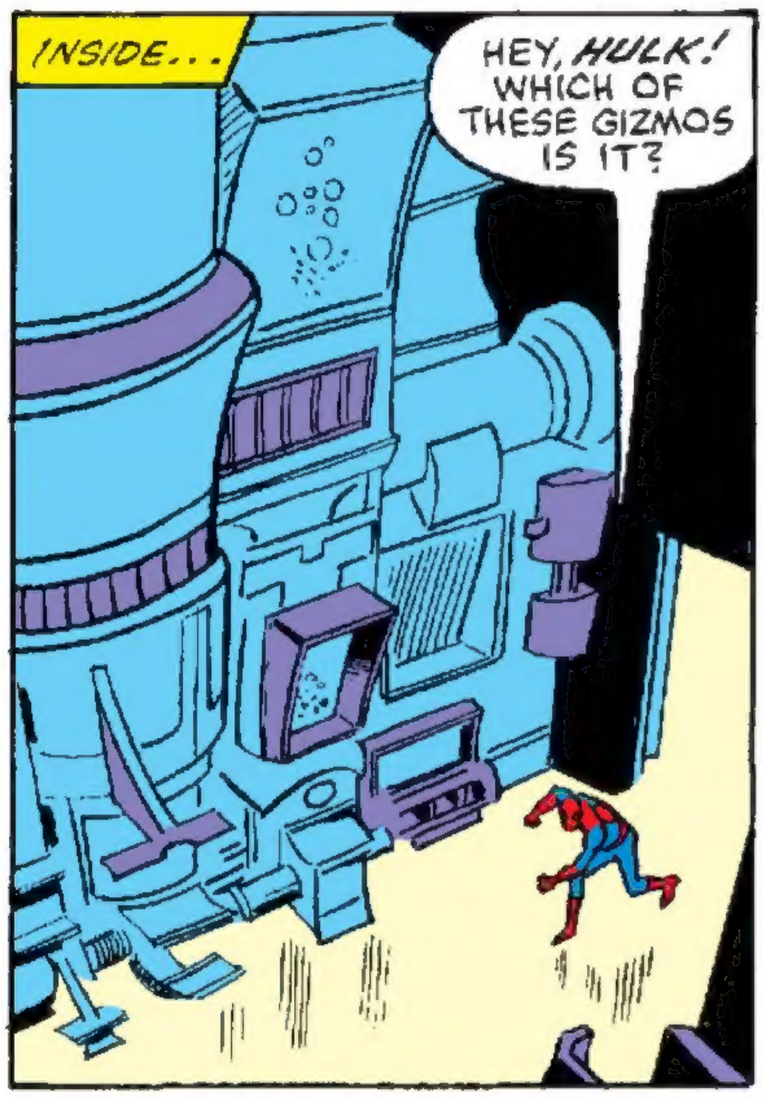

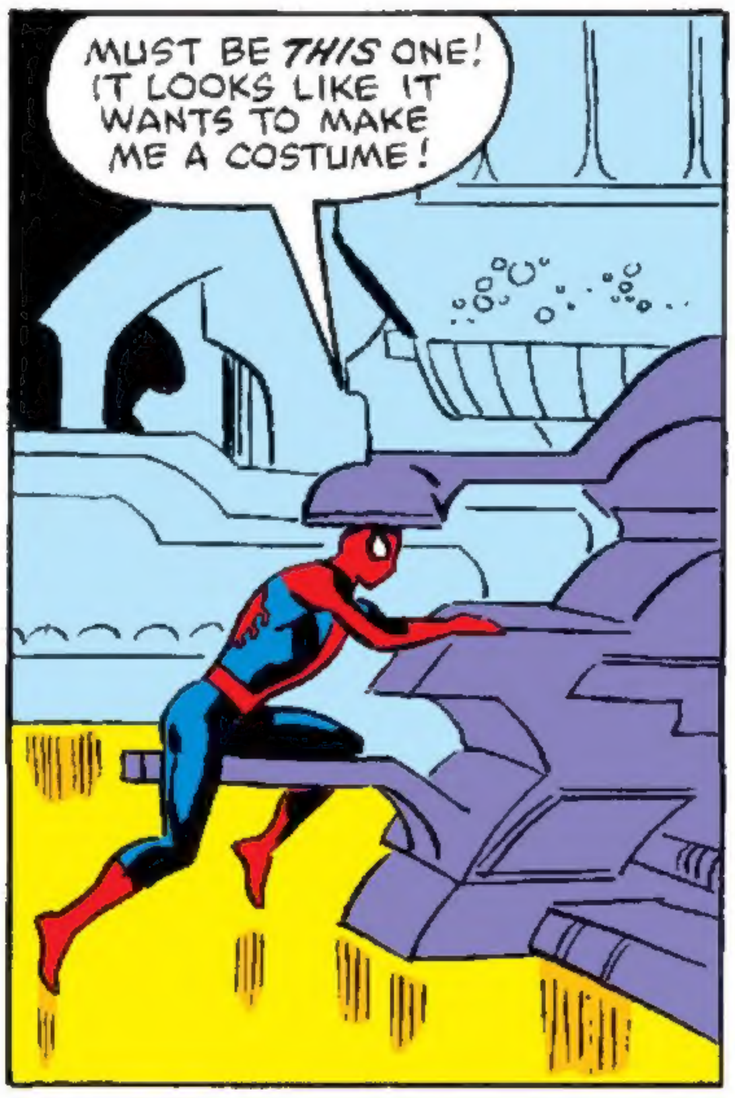

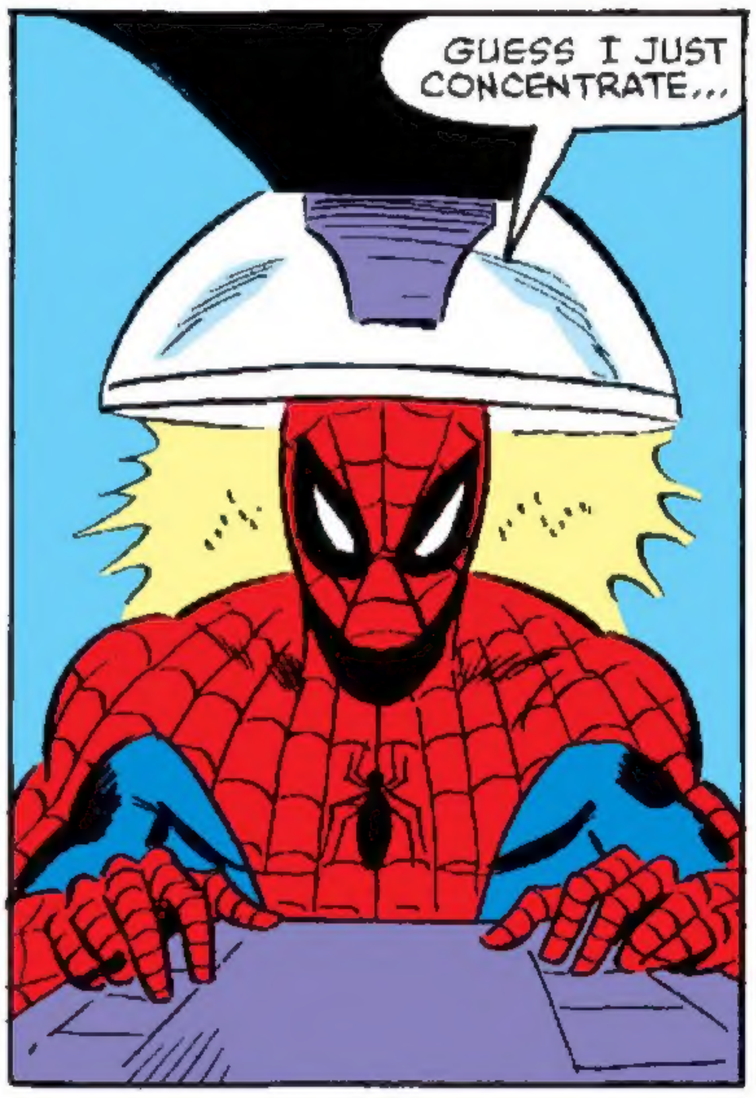

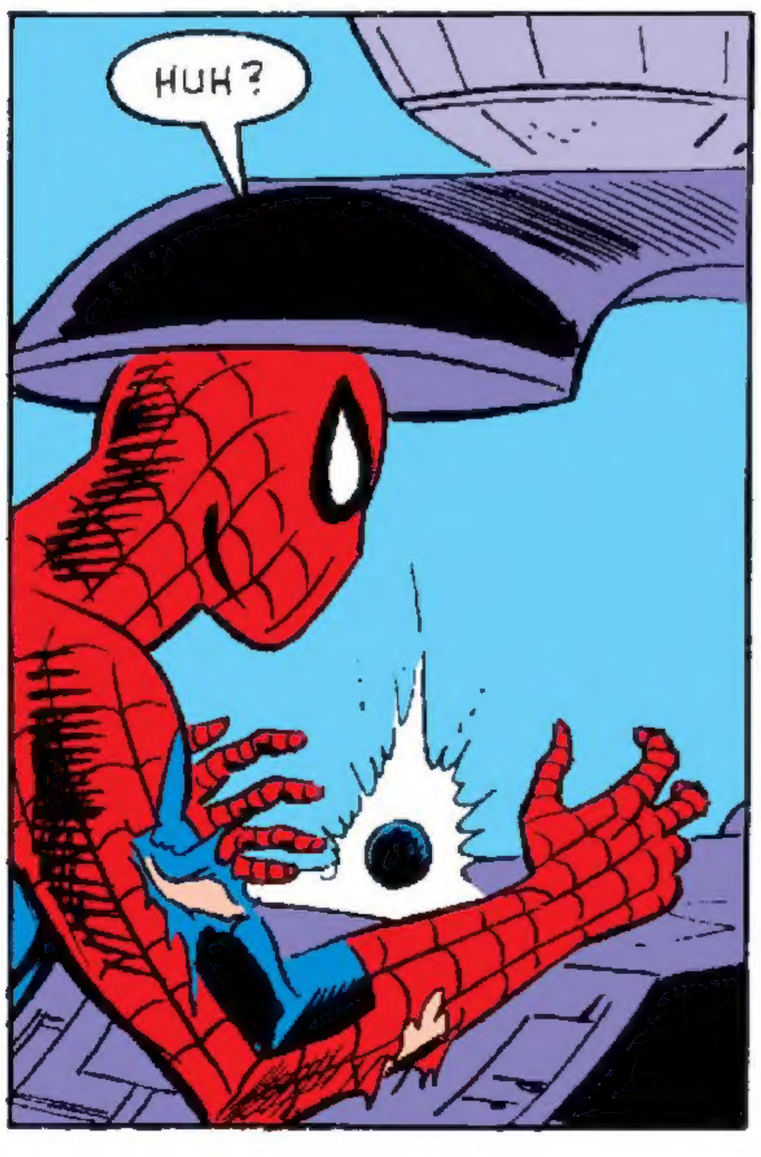

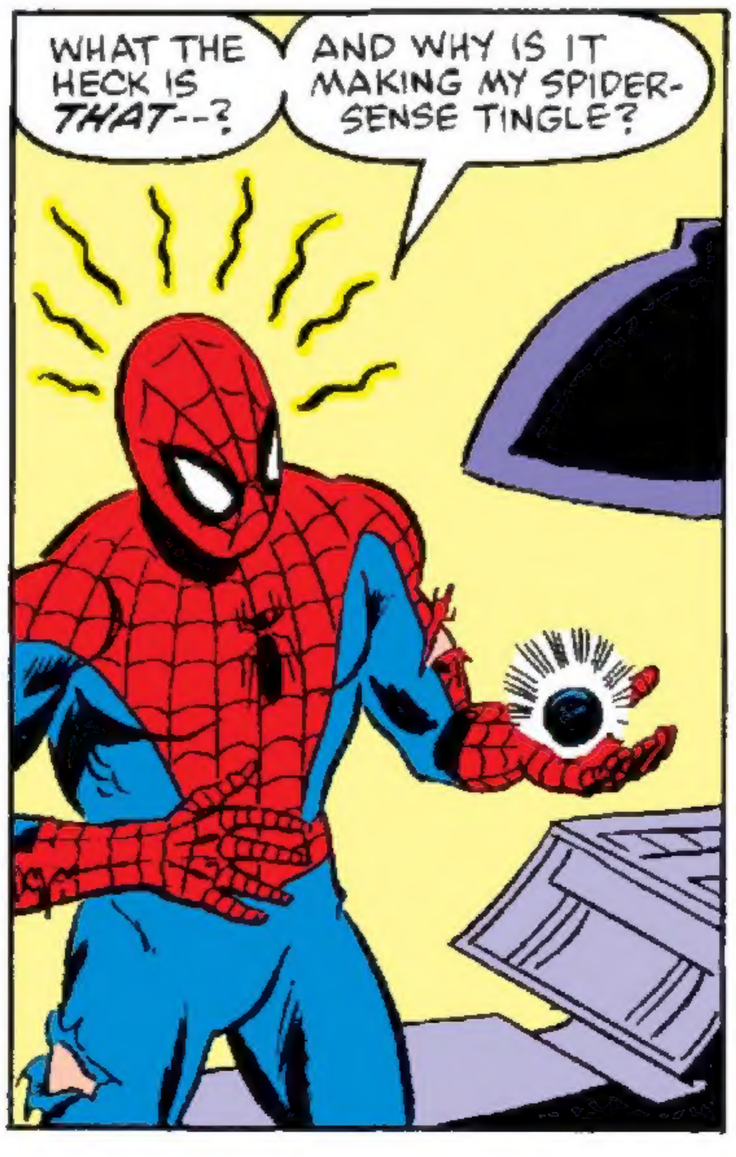

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HUH? SPIDER-MAN, YOU GONE *NUTS*, OR WHAT?

MEBBE HE JUST SORTA "FLIPPED OUT"... HEH, HEH!

YAHOO!

HEY, WATCH WHERE YOU'RE GOING, DOG-BREATH!

I'VE GOT MY WEBS BACK!

YOU FRUITCAKE! WATCH WHAT YOU'RE DOING!

I *AM!* AIN'T IT WONDER-FUL?!

NO! WHERE'D YOU GET THIS STUFF? IT'S EVEN HARDER TO BURN OFF THAN YOUR OLD WEBBING!

WHICH WON'T KEEP ME FROM FRYING YOUR BUNS IN A MINUTE AFTER I GET IT OFF!

NYAH, NYAH!

SETTLE DOWN, SON! YOU, TOO, TORCH!

BUT, I'VE GOT *WEBS* AGAIN! EVER SINCE YOU CANNIBALIZED MY WEB-SHOOTERS TO REPAIR IRON-MAN'S ARMOR,* REED, I'VE FELT LIKE A ONE-ARMED MAN... OR A SEVEN-LEGGED SPIDER!

IT'S THE *COSTUME!* SOMEHOW, IT'S GOT BUILT-IN WEB-SHOOTERS! THEY FIRE WHEN I *THINK* ABOUT IT!

*ISSUE #4.

THAT'S NOT ALL--! THIS SUIT DOES *ANYTHING!* WATCH THIS--!

THERE! SHORT SLEEVES FOR SUMMER!

I'D LOVE TO EXAMINE IT IN MY LAB SOMETIME ...IF THERE IS "SOMETIME" EVER AGAIN... IF I EVER SEE MY LAB AGAIN!

SOON...

AH! HERE'S THE GOOD OL' PANTRY! ALIEN FOOD NEVER LOOKED SO...WELL, EDIBLE ANYWAY!

WHY DOES ALL THIS INTERPLANETARY FRUIT LOOK LIKE EGGPLANT? I THINK RIGHT NOW IF I HAD TO CHOOSE BETWEEN PEACE ON EARTH AND A BIG MAC IT'D BE CLOSE!

AT LEAST, WITH THIS NIFTY NEW COSTUME I DON'T HAVE TO TAKE MY MASK OFF TO EAT. IT JUST *OPENS UP* WHERE AND WHEN I ORDER IT TO!

SHORTLY...

HMM...VOICES, FROM THAT ROOM! I WONDER WHAT ALL THE RUCKUS IS? MAYBE THEY'VE GOT A SUPER TV IN THERE THAT'S PICKING UP *THE MUPPETS!*

UH-HO! IT'S THE ROOM WITH THE *COSTUME MAKING MACHINE!*

I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE *LEADER* OF THIS TEAM!

AND SO YOU SHALL, STORM...GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE...AND YES, COMBAT-LEADERSHIP ROLE!

THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED!

THIS IS A *GAME* TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, *REMEMBER* THAT!

HEY! THAT'S ODD!

THEY DIDN'T USE THE *SAME* MACHINE I DID WHEN I MADE THIS OUTFIT!

HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!

NO...THEY'RE JUST--JUST CLOTHES!

THEN...WHY DO *MINE?*

OH, WELL...

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THE RUMORS ARE TRUE.

INTRODUCING... THE *NEW* SPIDER-MAN!

WELL, WHAT'S THE VERDICT?

NOT BAD, OVERALL. I LIKE THE HEADLINE. IT'S A REAL GRABBER! BUT THIS PHOTO MONTAGE IS TOO "ARTSY" FOR ME.

YOUR FRONT PAGES WILL BE A LOT MORE STRIKING IF YOU JUST CONCENTRATE ON A SINGLE EXCITING VISUAL--INSTEAD OF TRYING TO DAZZLE YOUR READERS WITH SPECIAL EFFECTS!

★★★★ FINAL

Vol. 60, No. 105

DAILY BUGLE

New York, February 4, 1984

WHERE ARE THEY ?!?

Still No Word On Missing Heroes

Stories on Page 2, Additional Photos on Centerfold

Sunny and cool today and partly Sunny tomorrow. Details on page 75

Price 30¢

SOME NICE REPORTING ON THIS STORY ABOUT THE MISSING HEROES--BUT I WOULD HAVE PREFERRED A FEW MORE PICTURES ON PAGE TWO.

WHY DIDN'T YOU USE ANY PHOTOS BY *PETER PARKER*? THIS SORT OF THING IS USUALLY HIS MEAT.

I TRIED TO CALL PETE A NUMBER OF TIMES IN THE PAST WEEK...BUT HE SEEMS TO BE OUT OF TOWN.

Heroes Gone!

Crime On The Rise

by Lynn Craig

In the wake of the mysterious disappearances of many of this city's costumed heroes, rumors of dramatic increases in violent crimes were confirmed today when the Bureau of Statistics released its weekly unaudited report. Violent crimes rose overall an average of 14% in the preceding week. Notable exceptions were the incidents of bank robbery, which increased 23%, and the incidents of armed assault, which rose a staggering 37%.

Many officials in the New York City Police Department, however remain unconvinced that these statistical increases are directly related to the alleged dis-

— Continued on Page 17

The Sheep Meadow in New York City's Central Park, where it is believed that the abduction took place

No Clues at Disappearance Site

A list of those missing reads like a regular who's who of super heroes: Captain America, The Wasp, Thor, The She-Hulk and Iron Man of the Avengers; Mr. Fantastic, The Human Torch and

— Continued on Page 17

Wanda Maximoff, The Scarlet Witch

'No Comment' Says Witch

She Fears The Worst

CONOVER'S CORNER

by Jacob Conover

Technically, she is not an Avenger. She has no official ties with this team of super heroes. She has never been considered a part of their organization, and has never even applied for membership. Even the most casual of obser-

vers can see that she has absolutely no legal right to live within their world-famous mansion headquarters. And yet, she is there. She has moved into that famous Fifth Avenue landmark, and made it her temporary home while she awaits word . . . any word . . . of her missing husband.

The woman's name is Mockingbird, and her husband is Hawkeye.

— Continued on Page 26

Newly married Mockingbird anxiously awaits word on husband's fate

THAT'S THE TROUBLE WITH FREELANCERS. THEY'RE UNDEPENDABLE! THEY ALWAYS SEEM TO BE UNDERFOOT-- *EXCEPT* FOR THE TIMES WHEN YOU REALLY NEED ONE.

2

THE PAPER LOOKS GOOD, ROBBIE -- *REAL GOOD!*

THIS LEAD STORY WILL HAVE EVERY-ONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.

I'M GLAD YOU'RE PLEASED, JONAH.

I HAVE ONLY ONE COMPLAINT...

YOU NEVER ONCE CONFRONTED THE QUESTION OF *SPIDER-MAN'S* INVOLVEMENT!

IS HE BEHIND THESE DISAPPEAR-ANCES? WHAT DOES HE HOPE TO GAIN?

SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE *DAILY BUGLE*, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE --

--I'M GOING TO RUN THIS NEWSPAPER *MY* WAY!

DAILY BUGLE

IF YOU WANT TO KEEP PERSECUT-ING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES-- AND NOT IN MY HEADLINES!

IS THAT UNDERSTOOD?

÷*HARUMPHH*÷ I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!

SO DO I. I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...

THEY'VE BEEN GONE FOR DAYS!

MEANWHILE, IN THE ***SHEEP MEADOW*** *OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION --*

--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!

SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN --

LOOK!

THAT'S THE THING WHICH KIDNAPPED THE HEROES! *IT'S BACK!* HOW--? WHY--?!

3

STAN LEE PRESENTS: A NEW CHAPTER -- A NEW BEGINNING -- IN THE LIFE OF THE AMAZING SPIDER-MAN!

"HOMECOMING!"

BUT THEN, BEFORE ANOTHER QUESTION CAN BE UTTERED, OR A MOVE BE MADE...

HANG ON, DOC CONNORS!

I THINK WE'RE GOING TO MAKE IT THIS TIME!

ROGER STERN
PLOT

TOM DEFALCO
SCRIPT

RON FRENZ
PENCIL BREAKDOWNS

BRETT BREEDING
FINISHED ART

JOE ROSEN
LETTERS

GLYNIS WEIN
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EDITOR

JIM SHOOTER
EDITOR IN CHIEF

4

WE DID IT! WE *REALLY* DID IT!

WE GOT THROUGH!

HEY, BUDDY! IF YOU'VE GOT ANYTHING LEFT IN THAT THERMOS, MY FRIEND AND I COULD SURE USE A DRINK! WE'VE BEEN TRAVELING A LONNNNG TIME!

S-SURE...HELP YOURSELVES!

TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.

S-SPIDER-MAN, IS IT TRUE--? H-HAVE WE REALLY RETURNED TO PLANET EARTH?!

IT LOOKS THAT WAY!

TH-THANK GOD!

EVERYTHING'S GOING TO BE FINE NOW! WE'RE FINALLY BACK HOME, AND--

HEY! I JUST REALIZED...

WE REALLY ARE BACK HOME!

POLICE

YA-YA-HOO!

WE'RE BACK! WE'RE BACK!

HEY, YOU!

DO YOU MIND TELLING US WHAT'S GOING ON HERE?

WHO ARE YOU, ANYWAY?!

ME?! I'M SPIDER-MAN--

--AND I'M REAL GLAD TO KNOW YOU!

SMEK!

=?!?=

CUT THE COMEDY, WISE GUY!

WE'VE ALL SEEN SPIDER-MAN BEFORE-- AND YOU DON'T LOOK A THING LIKE HIM!

WE WANT SOME ANSWERS-- NOW!

BE CAREFUL WITH THAT GUN, QUICKDRAW!

WE DON'T WANT IT TO ACCI-DENTALLY GO OFF, AND HURT SOME-ONE--

PWIP!

"--DO WE?!"

MY HAND--?

WHAT DID HE DO TO MY HAND?

AT THAT EXACT INSTANT, THE BIZARRE CONSTRUCT FLARES AGAIN, AND THEN...

HEY! LOOK WHO DECIDED TO JOIN THE PARTY!

THE AVENGERS!

=WHEW= IT'S ABOUT TIME! FOR A MINUTE THERE, I WAS AFRAID THAT CONNORS AND I WERE THE ONLY ONES WHO MADE IT HOME!

6

C'MON, DOC! THERE'S NO REASON FOR US TO HANG AROUND ANYMORE!

BESIDES, I WANT TO GET OUT OF HERE BEFORE SOME SHUTTERBUG STARTS SNAPPING PICTURES OF YOUR FACE!

I'M SURE YOUR WIFE AND KID COULD DO WITHOUT THAT KIND OF PUBLICITY!

LEAPING AN INCREDIBLE THIRTY FEET STRAIGHT UP, THE AMAZING SPIDER-MAN IS SOON LOST AMID THE TOWERING TREES OF CENTRAL PARK.

SPIDER-MAN, WHAT ARE WE GOING TO TELL THE WORLD ABOUT ALL WE'VE SEEN--ALL WE'VE EXPERIENCED?!

I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT.

REED RICHARDS, THE LEADER OF THE ***FANTASTIC FOUR***, SUGGESTED THAT WE KEEP MUM ABOUT EVERYTHING THAT'S HAPPENED TO US IN THE PAST FEW DAYS --AND I'M WITH HIM!

NO ONE WOULD BELIEVE OUR STORY ANYWAY!

HEY, I HAVEN'T EXACTLY LIVED THE MOST SHELTERED OF LIVES--BUT EVEN I FIND IT HARD TO IMAGINE THAT ANYONE LIKE THE ***BEYONDER*** COULD REALLY EXIST!*

÷SHEESH÷ I STILL GET CHILLS JUST THINKING ABOUT HIM!

YOU'RE RIGHT. WE SHOULD KEEP SILENT. BUT I'LL ***NEVER*** FORGET IT...

*DOES ALL THIS MAKE YOU JUST A ***LITTLE*** BIT CURIOUS? THEN PICK UP ***MARVEL SUPER HEROES SECRET WARS*** --DANNY.

7

SOON, NEAR THE EDGE OF THE PARK, SPIDER-MAN PLACES DR. CURT CONNORS UPON THE GROUND, AND THEN LEAPS UPWARD AGAIN...

WHAT IS IT, SPIDER-MAN?

WHAT ARE YOU LOOKING FOR UP THERE?

MY CLOTHES!

I HID MY CIVIES IN ONE OF THESE TREES--JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY!*

OH, NO!

*SEE LAST ISSUE--DANNY.

MY NEW JACKET AND MY SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE *GONE*--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPERSTRUCTURE FOR HIS NEW NEST!

=UGGG= WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!

AT LEAST MY WALLET AND KEYS ARE STILL HERE!

GUESS IT'S TIME TO SEE IF MY NEW COSTUME STILL WORKS LIKE IT DID ON THAT OTHER PLANET!

INSTANTLY REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS COSTUME SUDDENLY OPENS A WIDE SEAM TO RECEIVE HIS KEYS AND WALLET...

NO SOONER DOES HE PLACE THEM WITHIN IT, THAN IT IMMEDIATELY RESEALS ITSELF!

8

WOW! I DON'T THINK I'LL EVER GET USED TO THAT STUNT!

THIS COSTUME POSSESSES SOME PRETTY WEIRD ABILITIES! I'M REALLY GOING TO NEED TIME TO ADJUST TO THEM!

HEADS UP, DOCTOR CONNORS! I'M COMING BACK FOR YOU NOW!

SHORTLY...

HANG ON, DOC! I'LL HAVE YOU HOME BEFORE YOU KNOW IT!

JUST A FEW MORE BLOCKS UNTIL WE REACH YOUR APARTMENT!

MADE IT!

HI THERE, BILLY! BET YOU DIDN'T EXPECT TO FIND US HANGING ON THE SIDE OF YOUR BUILDING!

DAD!

TAP! TAP!

MOMENTS LATER...

MOM AND I WERE SO WORRIED! WE WERE AFRAID THAT... THAT...

THAT I HAD AGAIN BEEN TRANSFORMED INTO THAT MINDLESS, RAMPAGING BEAST-- *THE LIZARD?!*

DON'T WORRY, SON! EVERYTHING IS ALL RIGHT NOW!

CURTIS! YOU'RE HOME! YOU'RE SAFE!

NOT WISHING TO INTRUDE ON THIS MOST TENDER OF FAMILY REUNIONS, SPIDER-MAN QUIETLY TAKES HIS LEAVE...

WHERE WERE YOU? WHY DIDN'T YOU CALL?

LISTEN, I'M NOT SURE I UNDERSTAND WHERE I WAS... OR ALL THAT HAPPENED TO ME WHILE I WAS AWAY...

...I JUST KNOW I'M GLAD THAT SPIDER-MAN WAS THERE TO HELP ME THROUGH IT!

THAT WAS SPIDER-MAN?! GOSH, I DIDN'T EVEN RECOGNIZE HIM!

WHAT HAPPENED? DID HE GET A NEW TAILOR?

NO... NOT QUITE.

I DON'T KNOW WHAT THE FUTURE HOLDS FOR CURT CONNORS-- BUT I WISH HIM THE BEST! HE AND HIS FAMILY HAVE BEEN THROUGH ENOUGH GRIEF IN THE PAST FEW YEARS!

9

CAN IT BE?! DO MY EYES DECEIVE ME?

IS THIS REALLY THE BATHROOM SKYLIGHT WHICH OPENS TO THE HOME OF THAT CELEBRATED, WORLD-FAMOUS, GALAXY-HOPPING FREELANCE PHOTOGRAPHER... *PETER PARKER?!*

SO IT IS! SO IT IS!

÷GNUU÷ THIS ROOM HAS A DESPERATE NEED FOR AIR FRESHENER!

A *CASE* AT THE VERY LEAST!

THERE WERE SOME BAD MOMENTS IN THE LAST FEW DAYS, WHEN I WAS CONVINCED I'D NEVER SEE THIS OLD HOMESTEAD AGAIN--

--LIKE THAT TIME *GALACTUS* ALMOST STEPPED ON ME!

OH, WELL, I...

HEY!

THE COSTUME IS RESPONDING TO MY THOUGHTS AGAIN!

IT KNEW THAT I WANTED TO CHANGE BACK TO PETER PARKER--SO IT TRANSFORMED ITS OUTWARD APPEARANCE!

WEIRD! IT TREATS MY EVERY THOUGHT AS A COMMAND!

REED RICHARDS VOLUNTEERED TO ANALYZE IT FOR ME! MAYBE I'LL TAKE HIM UP ON HIS OFFER--

--AFTER I'VE SEEN TO A FEW PROBLEMS OF A FAR MORE PERSONAL NATURE!

MY FACE HASN'T SEEN A RAZOR IN DAYS...

10

"DAYS"?!

OMIGOSH! I HAVEN'T SPOKEN TO AUNT MAY IN OVER A WEEK!

SHE MUST BE WORRIED SICK!

AND, A FRANTIC DIAL LATER...

PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?

LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!

I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!

I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!

YES...YES...OF COURSE I FORGIVE YOU...IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!

"SOMETIMES WORRY"?!

MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!

HUSH, NATHAN! PETER'S TALKING...

THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!

SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!

WELL, THEN YOU CAN EXPECT ME!

IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!

I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!

THIS ONE'S TO MY LADY--

"--FELICIA HARDY, THE *BLACK CAT!*"

BRRING! BRRING! BRRING!

NO ANSWER! I WONDER WHERE SHE COULD BE?

FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!

I'M GETTING BETTER AND BETTE

BURMA SH

IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!

I KNOW THAT SOMETHING HAS BEEN TROUBLING HER LATELY-- BUT SHE WON'T LET ME IN ON IT!

WHAT CAN IT BE?

WHY WON'T SHE CONFIDE IN ME?!

ACCORDING TO CAPTAIN AMERICA AND THE HUMAN TORCH, SHE'S BEEN RACING AROUND TOWN--TRYING TO FIND A WAY TO ACQUIRE SUPER-POWERS*...

...SO SHE CAN BATTLE BY MY SIDE!

THE LADY'S ASKING FOR TROUBLE... BUT SHE'S SO HEAD-STRONG...

*SEE PETER PARKER, THE SPECTACULAR SPIDER-MAN #89 -- DANNY.

BUT WHY COMPLAIN? I REALLY CARE FOR HER-- EVEN THOUGH SHE CAN BE SO FLAKEY AT TIMES!

I'LL TRY TO REACH HER AGAIN *LATER*-- AFTER I'VE HAD A CHANCE TO CHOW DOWN!

RIGHT NOW, MY BODY CRAVES FOOD! TRAVELING ACROSS THE UNIVERSE IS HUNGRY WORK!

BUT THEN, MINUTES AFTER PETER PARKER HAS QUIT HIS APARTMENT--

--A SHAPELY SILHOUETTE STEALS ACROSS HIS BATHROOM SKYLIGHT!

MOVING WITH THE SUBTLE GRACE OF HER NAMESAKE, THE **BLACK CAT** GENTLY DROPS INTO THE APART-MENT...

SHE IS A REFORMED CAT BURGLAR, GIFTED WITH INCREDIBLE PHYSICAL AGILITY.

SPIDER--?

HE DOESN'T SEEM TO BE HOME!

SHE IS ALSO A WOMAN VERY MUCH IN LOVE WITH THE AMAZING SPIDER-MAN.

HE'S BEEN GONE FOR DAYS! WHERE CAN HE BE? WHY HASN'T HE TRIED TO CONTACT ME?

WHY DOES HE HAVE TO BE GONE *NOW*-- WHEN I NEED HIM THE MOST?!

I'VE GOT REAL PROBLEMS! I WANTED TO BE THE PERFECT PARTNER FOR MY SPIDER-- SO I LET SOME SCIENCE BOYS CONDUCT A FEW EXPERIMENTS ON ME!

THEY MANAGED TO RELEASE --AND ENHANCE-- SOME PRETTY FUNKY *LATENT* SUPER-POWERS THAT I NEVER REALIZED I HAD!

BUT THEN, I LEARNED THAT THE MAN RESPONSIBLE FOR MY TRANSFORMATION WAS ONE OF SPIDER'S GREATEST ENEMIES...THE *KINGPIN OF CRIME!*

12

MINUTES LATER...

I'M CERTAIN THE KINGPIN HAS SOMETHING SINISTER UP HIS OVERSIZED SLEEVE!

HE MIGHT EVEN THINK HE CAN USE *ME* AGAINST SPIDER-MAN -- BUT HE'S WRONG!

STILL, JUST TO BE SAFE, I'D LIKE TO FIND SPIDER -- AND WARN HIM!

WHERE *IS* HE?!

PIZZA -- THE SUSTENANCE OF THE GODS!

SMELL THAT AROMA! I HOPE MARIO REMEMBERED TO USE EXTRA GREEN PEPPERS AND ANCHOVIES!

IT'S AMAZING WHAT YOU MISS -- WHEN YOU'RE A MILLION-ZILLION MILES FROM HOME!

TOMORROW, I'M HAVING TACOS FOR LUNCH -- AND CHINESE FOR DINNER!

MAN! I'M SO GLAD TO BE BACK!

EVERYTHING LOOKS GREAT TO ME -- EVEN THE BUMS ON THE STREET... AND THIS GRIMY, OLD STOOP!

HEY, LOOKEE HERE!

GLO PIZZA

I EVEN HAVE SOME MAIL WAITING FOR ME!

JUST A FEW BILLS AND ADVERTISEMENTS -- BUT I DON'T CARE! IT'S ALL A PART OF BEING HOME!

SALE

13

SHORTLY...

THEY MAY NOT BE COSMIC PROBLEMS-- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!

I COULD REALLY USE SOME BIG BUCKS!

HEY, I WONDER IF--

POP

MY CAMERA!

MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!

GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!

I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND *SOON!*

BUT NOW--

"--I'VE GOT SOME FILM TO DEVELOP!"

I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE--

--BEFORE I RAN OUT OF FILM!

WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM-- BUT I HAD NO IDEA *HOW* WEIRD!

BEAUTIFUL ...AND YET, SO VERY TERRIFYING!

I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!

14

YEAH... A FORTUNE!

OH, WHO AM I TRYING TO KID?!

EVERYONE WILL THINK THESE PICTURES WERE FAKED!

BESIDES, REED RICHARDS WAS RIGHT!

WE SHOULDN'T BURDEN THE PUBLIC WITH WHAT HAPPENED TO US OUT THERE!

NO ONE SHOULD HAVE TO LIVE WITH KNOWLEDGE LIKE THAT...

...NOT EVEN ME!

I'M GONNA DESTROY THE PRINTS *AND* THE NEGATIVES!

WITHIN MINUTES, IT IS DONE...

AND...

≥YAWN≤ THAT'S IT! I'VE HAD MORE THAN ENOUGH FOR ONE DAY!

IT'S TIME TO CRASH!

SLEEP, HOWEVER, REFUSES TO COME.

FOR MORE THAN AN HOUR PETER PARKER TOSSES WITHIN HIS BED--

-- BUT MORPHEUS STEADFASTLY REFUSES TO EMBRACE HIM!

15

IT'S NO USE! I'VE GOT TOO MANY THINGS STILL SWIRLING AROUND IN MY MIND!

I MAY NEVER SLEEP AGAIN!

I'VE GOT TO GO OUT AND DO SOMETHING! MAYBE A LITTLE WEB-SWINGING WILL--

BUT THEN, EVEN BEFORE PETER CAN COMPLETE HIS SENTENCE, HIS INCREDIBLE COSTUME FLOWS TO THE FLOOR, FROM THE CHAIR ACROSS WHICH IT IS DRAPED.

SNAKELIKE, IT SLITHERS ACROSS THE ROOM.

AND THEN...

WHOA-OH!

THIS NEW COSTUME MAY BE FAST AND EFFICIENT!

BUT IT'LL BE A LOOOONG TIME BEFORE--

--I'M READY FOR SERVICE LIKE THIS!

SOMETIME LATER...

YEP, THIS IS WHAT I NEEDED ALL RIGHT!

I'M ALREADY STARTING TO MELLOW OUT!

MAYBE I SHOULD START MY OWN BRANCH OF *INSOMNIACS ANONYMOUS!*

UH-OH!

YOUR WALLET, MAC!

C'MON! HURRY IT UP, OR I'LL...

16

I'LL...
I'LL...
YIII!
MY WORD! WHAT COULD HAVE CAUSED HIM TO REACT LIKE--
HI, THERE!
?!?!
YOU'RE SAFE NOW-- BUT I WOULDN'T RECOMMEND WALKING AROUND THIS NEIGHBORHOOD AT NIGHT!
WANT ME TO HANG AROUND UNTIL YOU CAN FLAG A CAB?
YEOW!
HELP! POLICE! SAVE ME--!
I DON'T BELIEVE IT! THAT GUY WAS MORE TERRIFIED OF ME-- THAN OF THE MUGGER!
MUST BE THE NEW COSTUME! I GUESS IT LOOKS A LOT MORE MENACING THAN MY OLD ONE!
BUT I FEEL TOO GOOD BEING BACK IN THE SADDLE TO WORRY ABOUT THAT NOW!
AND ONCE I FINISH LIMBERING UP--
--I'M GOING TO TAKE A SERIOUS SHOT AT BREAKING--
--MY LONG-DISTANCE, TRIPLE-SOMERSAULT, JUMPING RECORD!
YAHOO! IT'S GREAT TO BE ALIVE!
17

BUT SOON, WHILE SWINGING HIGH OVER A VACANT LOT, SPIDER-MAN'S JUBILATION IS SUDDENLY SHATTERED BY THE HARSH SHOUTS OF ANGRY VOICES...

SOUNDS LIKE MORE TROUBLE DOWN THERE!

SHUT UP, WEEZIE! I'M WARNING YOU--!

NO! YOU LIED TO ME, JUSTIN! YOU MADE A PROMISE TO ME, AND YOU LIED!

THAT DOES IT! IF YOU WON'T CLOSE YOUR MOUTH --I WILL!

SLOW DOWN, CHAMP!

DIDN'T YOUR MOTHER EVER TEACH YOU THAT GENTLEMEN DO NOT SLUG LADIES?

÷ULP÷

FF FF FF FF

WHAT ARE YOU KIDS DOING OUT SO LATE?

AND WHAT WERE YOU FIGHTING ABOUT?

IT'S, UM, ALL JUSTIN'S FAULT!

NO, IT AIN'T!

IT IS SO! HE PROMISED TO TAKE ME TO A CONCERT TONIGHT-- BUT HE BACKED OUT AT THE LAST MINUTE!

THAT'S IT?! YOU'RE FIGHTING OVER A DATE?!

I WAS COUNTING ON THIS CONCERT! IT WAS MY FAVORITE GROUP... BURNT TOAST!

IT AIN'T MY FAULT I COULDN'T GET TICKETS!

BESIDES, I THINK THEY'RE PRETTY LAME-O, ANYWAY!

ENOUGH! TAKE A BREATHER, KIDS! YOU'RE BOTH BEHAVING LIKE IDIOTS!

IT'S STUPID FOR YOU TO BE FIGHTING-- ESPECIALLY WHEN YOU HAVE SO MUCH GOING FOR YOU!

18

OH, YEAH? LIKE *WHAT--?!*

TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE-- AND *IT STINKS!*

WE'VE GOT *NOTHING* GOING FOR US!

YOU'RE WRONG, JUSTIN!

REAL WRONG!

THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!

HUH?

Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--

--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!

HEY! WHAT ARE YOU DOING?!

I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--

YIPES! I THINK I'M GONNA BE SICK!

DON'T YOU DARE, JUSTIN!

--IT'S *WEB-SWINGING TIME!*

HEY, *MISTER!* ARE YOU CRAZY--?!

MAYBE! WE'LL LEARN SOON ENOUGH!

19

SOON, HIGH ATOP A NEARBY SKYSCRAPER...

WHY'D YOU BRING US UP HERE?

I WANTED YOU TO GET A REAL BIRD'S-EYE-VIEW OF THIS CITY... *YOUR CITY!*

FEEL THAT COLD NIGHT AIR! DOESN'T IT MAKE YOU GLAD YOU'RE ALIVE?

S-SURE, IF YOU SAY SO.

C-CAN WE GO HOME NOW?

NOT YET, JUSTIN! I'M REALLY GETTING OFF ON THE VIEW!

GOOD! I'M NOT MUCH OF A SPEECH-MAKER...SO I FIGURED I'D LET THE CITY SPEAK FOR ITSELF...

"HEY, I REALIZE THIS CITY ISN'T PERFECT! IT HAS MORE THAN ITS SHARE OF ROUGH EDGES...

"BUT THERE'S A LOT OF REAL BEAUTY DOWN THERE, TOO...

"THIS CITY IS LIKE ANY LIVING CREATURE! IT HAS THE POTENTIAL FOR INCREDIBLE GOOD ...OR HORRIBLE EVIL!

"IT'S A PART OF YOU KIDS, WHETHER YOU REALIZE IT OR NOT! YOU'LL ALWAYS CARRY IT WITH YOU--

20

--WHEREVER YOU GO!

THAT'S WHAT YOU'VE GOT GOING FOR YOU! IT'S A LOT MORE THAN YOU THINK!

FFFF FFFF

MINUTES LATER...

THANKS FOR THE RIDE, MISTER! I KNOW JUSTIN REALLY HATED IT--

--BUT I HAD A GOOD TIME!

SO DID I!

YOU KNOW SOMETHING, MISTER? YOU'RE A NICE GUY...BUT AWFUL WEIRD!

I GUESS I AM AT THAT!

WEIRDER THAN SOME...BUT NOT AS WEIRD AS OTHERS!

THEN I DON'T WANT TO MEET THE OTHERS!

NEITHER DID I... BUT I DIDN'T HAVE ANY CHOICE!

GOOD-BYE, WEEZIE! HAVE A GOOD LIFE!

21

MAN! I DON'T KNOW IF THAT DID MORE GOOD FOR THEM-- OR ME!

BUT I FEEL EVEN *BETTER* THAN I DID BEFORE!

NEW YORK, YOU REALLY KNOW HOW TO BRING OUT THE VERY BEST IN--

--YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

EDITOR'S NOTE: YOU GUESSED IT, TRUE BELIEVER! THIS IS JUST OUR SNEAKY WAY OF GIVING YOU A BONUS PIN-UP OF THE WEB-HEAD IN HIS NIFTY, NEW COSTUME! HOPE YOU LIKE IT--

DANNY!

NEXT ISSUE! SPIDER-MAN FACES THE THREAT OF A DARING, NEW VILLAIN! **PLUS**--AUNT MAY FINALLY LEARNS THAT PETER HAS DROPPED OUT OF COLLEGE! DON'T MISS...

BY MYSELF BETRAYED--!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

DAREDEVIL®

GANGWAY, HEROES!

THIS IS WHERE THE *NEW* SPIDER-MAN TAKES OVER!!

PLUS: THE *BLACK WIDOW!*

ADAMS-N-MIGNOLA '83

Stan Lee PRESENTS: SPIDER-MAN® AND DAREDEVIL®

BLIND JUSTICE!

I GOT THREE KIDS. THREE KIDS, TWO DOGS AND A CAT. ALL OF 'EM LIKE TO SEE ME COME HOME NOW AND AGAIN, Y'KNOW, KID?

I DON'T KNOW ABOUT YOU, HOWARD--

THE NAME IS COOL BREEZE, CHUMP.

--WHATEVER, BUT I DON'T GET OFF ON BEIN' LOCKED UP ALL NIGHT LONG WITH DIRT LIKE YOU, CAPEESH?

YOU'RE GONNA DO SOME GOOD TIME IN THE JOINT FOR KID-NAPPING THAT LITTLE GIRL.* REAL TOUGH GUY, AIN'TCHA?

DETECTIVE ROLLINS... I DON'T THINK MY CLIENT...

TOM DEFALCO — PLOT
JIM OWSLEY — SCRIPT
GREG LAROCQUE — PENCIL BREAKDOWNS
MIKE ESPOSITO — FINISHED ART
GLYNIS WEIN — COLORS
DIANA ALBERS — LETTERS
DANNY FINGEROTH — EDITOR
JIM SHOOTER — EDITOR-IN-CHIEF

*LAST ISH.
**RIKERS ISLAND PENITENTIARY --DANNY.

OH, THEY'RE GONNA LOVE YOU IN RIKER'S,** HOWARD, WITH THAT CUTE LITTLE BALD HEAD OF YOURS. OF COURSE, IF YOU COOPERATE A LITTLE, MAYBE WE CAN MAKE LIFE A BIT... SAFER... FOR YA...

DO YOUR THINKING LATER, COUNSELOR. LET ME DO MY JOB.

ONE LAST TIME, HOWARD. YOU CONFESS TO THE PAWNBROKER MURDER, AND WE GET YOU EASY TIME IN OSSINING.* WE GET YOU 3rd DEGREE MANSLAUGHTER, KNOCK OFF ONE, MAYBE TWO YEARS. YOU BEHAVE YOURSELF AND YOU'LL SEE PAROLE IN THREE TO FIVE.

GIVE ME GRIEF, AND I'LL FEED YOU TO THE SHARKS.

C'MON, HOWARD. MY CAT'S WAITING.

*STATE PENITENTIARY--DANNY.

I DIDN'T DO IT.

I DIDN'T OFF THE PAWNBROKER, MAN. STRAIGHT TIME OR HARD TIME, I DON'T SIGN FOR NOTHIN' I DIDN'T DO.

SURE, WE TOOK THE PLACE DOWN FOR WHAT WE COULD GET ONCE THE RIOT STARTED,* BUT DIG--

--WE HAD NO REASON TO KILL HIM. WE WOULDA GOT WHAT WE WANTED ANYWAY.

*AGAIN LAST ISH --DANNY.

UH-SERGEANT, THIS IS GETTING US NOWHERE. MY CLIENT IS NOT PREPARED TO EITHER CONFESS OR PLEA-BARGAIN AT THIS POINT. AND SINCE YOUR MURDER CASE AGAINST HIM IS HANGING ON BY A THREAD, I THINK WE HAVE A REASONABLY SOLID POSITION...

REAL SOLID, CHIP.

MORE SOLID THAN HE KNOWS. THE BOY ISN'T LYING. I'VE BEEN MONITORING HIS PULSE RATE WITH MY HYPERSENSITIVE HEARING SINCE I ARRIVED THIS MORNING.

WHATEVER OTHER CRIMES THIS YOUNG MAN MAY HAVE COMMITTED, THE PAWNBROKER'S MURDER WASN'T ONE OF THEM.

BLAST.

YOU GOT THE WRONG DUDE, MAN. I *AM* INNOCENT.

YOU'RE BREAKIN' MY HEART, KID. ROSCOE, GET HIM OUTTA HERE.

WELL, MATT MURDOCK--HOT SHOT BIG DEAL LAWYER--HOW'S THIS LOOK...

...UH... I MEAN...

IT'S OKAY, CHIP. YOU CAN STILL LOOK AT THINGS WHEN YOU'RE ***BLIND***... IT'S JUST A DIFFERENT PERSPECTIVE. AS FOR YOUR QUESTION...

...I BELIEVE HIM. MUCH AS I WISH I DIDN'T. HE WAS SUPPOSED TO GET MY CLIENT OFF.

YOU SEE, MY CLIENT'S UP ON THE SAME CHARGE. I THINK HE'S INNOCENT, TOO.

YEAH, YEAH. EVERYBODY'S INNOCENT. NOBODY DID NOTHIN'.

MEANWHILE THAT PAWNBROKER'S DEAD. WHO DO I SEE ABOUT THAT?

2

LOOK, MATT--THIS ISN'T LIKE WHEN WE WERE IN LAW SCHOOL TOGETHER. WE NEVER LOST ONE, REMEMBER?

LIFE IN THE REAL WORLD IS JUST A BIT TOUGHER. I THINK OUR CLIENTS ARE GOING TO BE CELL-MATES.

DON'T GIVE UP YET, CHIP. I'M NOT.

HOW GOES IT, MATTHEW?

THAT BAD, EH?

MY PAPER WANTS TO DUMP THIS STORY SOMEWHERE ON PAGE 118 AND SEND ME OFF TO COVER THE WOMEN'S MUD WRESTLING FINALS IN BAYONNE!

WHAT DID YOU TELL THEM, BEN?

"LET'S SEE IF I'VE GOT THIS STRAIGHT, MATT. THAT BLACK-OUT TWO NIGHTS AGO TOUCHED OFF A MINI-RIOT AT A LOCAL PAWN SHOP. SPIDER-MAN INTERVENED...

"... TOO LATE TO PROTECT THE PAWN-BROKER FROM A BULLET FIRED BY SOME-ONE HIDDEN WITHIN THE CROWD. BASED ON SOME CIRCUM-STANTIAL EVIDENCE, YOUR CLIENT, ONE JUAN SANTIAGO, WAS PICKED OUT OF THAT CROWD...

"... AND CHARGED WITH THE CRIME. YOU YOURSELF WERE PRESSED INTO DE-FENDING THE YOUNG MAN. THE COPS HAD CIRCUMSTANTIAL EVIDENCE... AND LOTS OF "EYE-WITNESS" TESTIMONY...

"...WHICH THE KID AND HIS FAMILY ALL CLAIM WAS FALSE!

NOTHIN'. I CALLED IN SICK. OLD NEWSHOUNDS LIKE ME ARE A BIT OUTDATED PERHAPS, BUT WHEN WE STUMBLE ONTO A STORY WE STICK WITH IT.

CASE IN POINT: LOOK HOW LONG IT TOOK ME TO DISCOVER YOU WERE "THE MAN WITHOUT FEAR". BUT I DID IT.*

KEEP IT DOWN, WILL YOU, BEN?

THERE'S NOBODY AROUND. BUT YOU ALREADY KNOW THAT, DON'T YOU?

*SOME TIME AGO, REPORTER BEN ULRICH DISCOVERED THAT MATT IS DAREDEVIL--DANNY.

"YOU ENLISTED THE AID OF YOUR EX-GIRL-FRIEND NATASHA ROMANOVA--A/K/A THE BLACK WIDOW--TO TRACK DOWN THE STREET GANG THAT WAS THE PRIMARY CATALYST IN THE PAWN-SHOP LOOTING AND THAT YOUR CLIENT CLAIMED WAS BEHIND ALL THIS FALSE TESTIMONY.

"AT THIS POINT, ENTER OUR BOY HOWARD 'COOL BREEZE' McNEAL--OWNER OF THE ALLEGED MURDER WEAPON.

"A BRIEF KIDNAP-PING/CHASE, AND McNEAL WAS BROUGHT IN."

3

RIGHT. THE TROUBLE IS, McNEAL'S GUN DIDN'T CHECK OUT. WE CAN'T PIN THE PAWN SHOP MURDER ON HIM.

"CAN'T" OR "WON'T"?

COFFEE...?

I'VE A FEELING YOU KNOW THE BOY IS INNOCENT--JUST AS YOU KNOW YOUR CLIENT IS INNOCENT. YOU COULD PROBABLY FIND A WAY TO PIN THIS RAP ON EITHER OF THEM IF YOU WANTED TO.

BUT YOU WON'T BE SATISFIED UNTIL YOU FIND... MATTHEW...?

I HATE IT WHEN HE DOES THAT.

SOMETIMES I CAN'T STAND BEN URICH.

I HATE PEOPLE WHO SEEM TO HAVE THE ABILITY TO LOOK RIGHT THROUGH ME... SEE WHO I AM... HOW I FEEL.

I CAN'T FOOL HIM LIKE I FOOL EVERYONE ELSE. I CAN'T THROW HIM OFF BY BEING DISTANT OR MYSTERIOUS...

4

THE MAN JUST TAKES ONE LOOK AT ME AND PINS MY SOUL TO THE WALL. I LOVE YOU, BEN.

AND I HATE YOUR GUTS.

YOU KNOW WHAT'S BUGGING ME. I'VE LIVED MY LIFE--AS DAREDEVIL AND MATT MURDOCK--FIGHTING FOR JUSTICE ...AND HERE IT IS, SLIPPING THROUGH MY FINGERS!

MY CLIENT, JUAN SANTIAGO, ISN'T THE KILLER, I'M POSITIVE OF THAT. UNFORTUNATELY, NEITHER IS "COOL BREEZE." THE TROUBLE IS, IF JUAN DIDN'T DO IT, AND IF "COOL" DIDN'T...

...THEN THERE'S A MURDERER STILL RUNNING AROUND LOOSE.

AND I HATE THAT.

I'M CONVINCED THAT THOSE GANG MEMBERS KNOW A LOT MORE THAN THEY'RE TELLING. IF I'M LUCKY, THEY MIGHT BE BACK AT THEIR HEAD-QUARTERS, PUTTING THE PIECES BACK TOGETHER AFTER THE WIDOW AND SPIDEY TRASHED IT.

AND WHERE IS SPIDER-MAN, ANYWAY? HE TOOK SUCH AN ACTIVE INTEREST IN THIS CASE--AND THEN DISAPPEARED!

COULD HIS DISAPPEARANCE BE CONNECTED TO THAT OF ALL THE OTHER HEROES WHO HAVE TURNED UP MISSING...? STRANGE THINGS ARE BREWING*...

BUT NOW I'VE GOT TO GET TO THAT GANG'S HQ... ACCORDING TO NATASHA I SHOULD BE GETTING CLOSE...

*TO FIND OUT JUST HOW STRANGE, SEE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES, ISSUES # 1 & 2 ON SALE NOW--DANNY.

5

MEANWHILE, AT ZELNICK'S PAWN SHOP, THE SITE OF THE MURDER...

YOU'RE NUTS, 'TASHA. THIS JOINT... THIS NEIGHBORHOOD AIN'T YOUR STYLE. YOU'RE MUCH TOO CLASSY A DAME...

IVAN...

...YOU KNOW WHY I'M HERE. MATT'S CASE WILL GO DOWN THE DRAIN UNLESS WE CAN FIND THE REAL KILLER.

I DON'T SEE WHY YOU GOTTA BE INVOLVED. WHY DON'TCHA LET SOMEBODY ELSE COME DOWN HERE AND CHECK THIS DUMP OUT. LIKE, THE MARINES.

IVAN, I'M MATT'S... FRIEND.

WHAT ARE FRIENDS FOR...?

HELLO AGAIN, BOYS.

IMAGINE RUNNING INTO YOU HERE.

IT'S HER! THE WIDOW-CHICK FROM LAST NIGHT!

BE COOL, MAN. SHE'S GOT NOTHIN' ON US.

NY

6

NOT YET, SONNY, BUT WHEN I FIND THE NEW OWNER, I'M SURE HE'LL WANT YOU BOYS PUT AWAY.

WHERE IS HE? TIED UP IN THE BACK... OR DID YOU SHOOT HIM TOO?

OH MY, NO, MISS... YOU'RE MAKING A MISTAKE...

I'M FRANK ARNOLD, THE NEW OWNER. I BOUGHT THIS PAWN SHOP AND WHAT WAS LEFT OF ITS INVENTORY FROM MR. ZELNICK'S -- THE PREVIOUS OWNER'S-- WIDOW.

THESE BOYS ARE MERELY HELPING ME... UMMM ... UNPACK.

DO YOU ALWAYS EMPLOY GANGSTERS, MR. ARNOLD?

WELL, MISS, SOMEBODY'S GOT TO HELP THESE DISADVANTAGED KIDS. IF WE DON'T GIVE THEM A CHANCE TO TURN THEIR LIVES AROUND, WHO WILL?

I'M JUST DOING MY PART. SORT OF A COMMUNITY THING, YOU UNDERSTAND.

I UNDERSTAND THAT A MAN IS DEAD, MR. ARNOLD. AN INNOCENT YOUNG MAN WILL PAY FOR THAT CRIME UNLESS I CAN PRODUCE THE REAL KILLER...

...WHO I'M BETTING IS ONE OF YOUR "DISADVANTAGED KIDS!"

YOU CONTINUE YOUR COMMUNITY SERVICE, MR. ARNOLD. WHILE YOU'RE AT IT, TRY SLEEPING AT NIGHT...

...WHILE AN INNOCENT BOY ROTS IN PRISON.

MR. ARNOLD--

SHHH.

LATER.

BLAST IT, 'TASHA, LET'S GET THE HECK OUTTA HERE!

THEM GOONS OVER THERE ARE STARTING TO LOOK AT YOU FUNNY. I DON'T LIKE IT.

ARNOLD KNOWS WHO THE KILLER IS.

BUT... HOW TO MAKE HIM TALK...

7

MEANWHILE, AT THE GANG'S HANGOUT...

YOU BOYS REALLY DISAPPOINT ME.

THE BLACK WIDOW LED ME TO BELIEVE YOU GUYS WERE SO MUCH TOUGHER. I'M GOING TO HAVE TO SPEAK TO HER ABOUT THIS.

YOU GUYS ARE SLOPPY...

...ILL-PREPARED...

...NO PLAN...

...NO SKILL...

...AND YOU FOLD EASILY.

I'M UNIMPRESSED.

8

C'MON, GUYS...

SHOW ME HOW BAD YOU ARE.

PRETEND I'M ONE OF THOSE OLD LADIES YOU ROLL FOR THEIR SOCIAL SECURITY CHECKS...

...OR THE HELPLESS YOUNG GIRLS YOU DRAG OFF TO SECLUDED ALLEYWAYS.

C'MON!!

POINT ME TOWARDS THE BRAVE ONE OF YOU WHO BLEW AWAY ZELNICK THE PAWN-BROKER, AND LET AN INNOCENT KID TAKE THE BLAME FOR IT.

AH... JUST WHAT I WAS LOOKING FOR. A VOLUNTEER.

SING TO ME.

SURE, MAN. ANYTHING YOU SAY...

9

THERE IS A GYM ON THE 62nd FLOOR OF THIS BUILDING. IT SERVES BUT ONE PURPOSE...

...TO MAKE ONE OF THE WORLD'S MOST DEADLY MEN ALL THE MORE DEADLY.

WILSON FISK, THE UNDISPUTED KINGPIN OF CRIME, IS 6 FEET, 500 LBS OF SOLID MUSCLE.

HE CONTROLS ALL UNDERWORLD ACTIVITY ON THE EAST COAST.

AR-RANGER--YOU MAY BEGIN YOUR REPORT ONCE THE EXCERCISE BEGINS.

UH... YES SIR.

GENTLEMEN...

BUSINESS HAS BEEN EXEMPLARY IN ALL SECTORS REPORTING. FOR REASONS NO ONE CAN SEEM TO EXPLAIN...

...OPERATIONS INTERFERENCE BY COSTUMED ADVENTURERS SEEMS TO BE AT AN ALL-TIME LOW. IT'S AS IF ALMOST ALL OF THEM HAVE DISAPPEARED OFF THE FACE OF THE EARTH.

ALMOST ALL...?

WELL, YES... WE'VE BEEN EXPERIENCING A SMALL SETBACK IN ONE OF OUR LOWER EAST SIDE FRANCHISES. SOMETHING TO DO WITH, UM... IT'S HERE SOMEWHERE... AH...

DAREDEVIL.

KRAK

THAT WAS UNFORTUNATE. I'VE NEVER INJURED A MAN IN MY WORKOUTS BEFORE.

PLEASE SEE TO IT THAT HE IS WELL TAKEN CARE OF, AND PAY HIM DOUBLE RATE FOR THE TIME HE MUST NOW SPEND AT HOME HEALING.

THEN MEET ME IN MY OFFICE. I WISH TO BE FULLY BRIEFED ON THIS "SMALL SETBACK."

10

YOU LIED TO ME, JUAN.

YOU'RE A THIEF. A MUGGER. PART OF THE SAME LOWLIFE GANG WHO SHOT ZELNECK.

YOU WERE HOLDING OUT THE GANG'S PERCENTAGE... GIVING THEM GRIEF. THEY SET YOU UP FOR THE MURDER CHARGE TO GET YOU OUT OF THEIR HAIR.

DID THEY TELL DAREDEVIL WHO SHOT THE DUDE?

NO.

Y' KNOW SOMETHING MATTY BOY...

LIFE IS FREAKED UP, Y'KNOW? SORTA LIKE THIS HOUSE OF CARDS. YOU TAKE TIME AND A WHOLE LOT OF PATIENCE, PUT YOUR NUT TOGETHER, RIGHT?

THEN THE JUNK STARTS. AND LIFE GETS TOUGH. SO YOU MAKE YOUR MOVE, YOU FIGURE OUT YOUR ANGLES...

THEN SOME SMART-BEHIND BLIND MAN COMES ALONG...

...AND TEARS IT ALL DOWN.

ZELNICK WAS YOUR FENCE, WAS'T HE? YOU AND YOUR GANG RIPPED OFF YOUR NEIGHBORS AND SOLD THE STUFF TO HIM.

SO, OKAY, I WASN'T A BOY SCOUT. YEAH, WE DID A FEW STICK-UPS. BUT I DIDN'T OFF ZELNICK.

I KNOW.

WELL IN THAT CASE, START DOIN' YOUR JOB AND MINDIN' YOUR BUSINESS.

LATER, AT MATT MURDOCKS MIDTOWN TOWN HOUSE...

THAT'S WHAT HE TOLD ME. DO MY JOB AND MIND MY BUSINESS.

I WANTED TO QUIT.

THEN DO IT. LET JUAN HANG HIMSELF WITH HIS OWN ROPE. THAT BOY NEEDS TO BE OFF THE STREETS, MATT.

JUST PLEA BARGAIN DOWN THE MURDER CHARGE AND LET YOUR WONDERFUL AMERICAN JUDICIAL SYSTEM DO THE REST.

THAT'S NOT MY STYLE. I WANT TO SEE JUSTICE DONE, AND MY CLIENT PROTECTED.

EVEN THOUGH HE'S A MUGGER?

MUGGERS HAVE RIGHTS, TOO, NATASHA--

NOT IN RUSSIA, MR. MURDOCK. SOMETIMES I THINK YOUR AMERICAN FREEDOM IS TAKEN TO A RIDICULOUS EXTREME.

MAYBE.

WELL, SINCE YOU'RE SO DETERMINED... I THINK I CAN HELP SOLVE YOUR MYSTERY.

THERE'S A MR. FRANK ARNOLD INVOLVED IN ALL THIS. I'M SURE HE KNOWS WHO KILLED THE PAWNBROKER.

HUH? YOU DIDN'T SAY--

YOU DIDN'T ASK.

12

CENTRAL PARK...

IS WE *ON* YET?

ONE MORE MOMENT, MR. WILKINS. LOOK INTO THE CAMERA...

OKAY, ROLL 'EM.

THIS IS *SHEENA ROGERS*, CHANNEL 8 ON-THE-SPOT NEWS, WITH A LIVE REPORT FROM CENTRAL PARK. MINUTES AGO, *SPIDER-MAN*, ALONG WITH MEMBERS OF THE *AVENGERS*, AND MOST OF THE REST OF THE MISSING SUPER HEROES, EMERGED FROM A STRANGE ALIEN STRUCTURE WHICH TEMPORARILY APPEARED IN THE AREA BEHIND ME.

MR. *AINSLEY WILKINS*, HERE, WITNESSED IT ALL...

YEAH, I SEEN IT. IT WAS LUNCH TIME, SO I COME ON DOWN TO THE PARK--ME AN' CHARLIE PLAY CARDS MOST EVERY DAY--AND I KNOWED CHARLIE'D BE LATE. HE'S ALWAYS LATE.

SO I WANDERED ON DOWN TO TAKE A LOOK SEE AT THE SPOT WHERE THIS SPACE THING FIRST SHOWED UP. NEXT THING I KNEW...

"...THE SPACE THING *REAPPEARED!*

"IT WAS GLOWIN' AND HUMMIN' AND SUDDENLY...

HANG ON, DOC CONNERS!

I THINK WE'RE GOING TO MAKE IT THIS TIME!

WE DID IT! WE *REALLY* DID IT!

WE GOT THROUGH!

"'COURSE I GAVE HIM A *HARD TIME*. I DON'T LET JUST ANYBODY SWIG OUTTA MY THERMOS...

S-SURE...HELP YOURSELVES!

TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.

"THAT SPIDER FELLA TRIED TO *SPOOK* ME BUT I STOOD MY GROUND...

"THEN HE ASKED ME FOR A SWIG FROM MY THERMOS.

YA-YA-*HOO!* WE'RE BACK!! WE'RE BACK!!

13

... AND THEN HE TOOK OFF AND THEN AVENGER-PEOPLE SHOWED UP--

I'M SORRY, MR. WILKINS, BUT WE'RE OUT OF TIME. BACK TO YOU IN THE STUDIO, ROGER...

WHAT IS IT, SPIDER-MAN? WHAT ARE YOU LOOKING FOR UP THERE?

MY NEW JACKET AND SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE *GONE*--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPER-STRUCTURE FOR HIS NEW NEST!

MY CLOTHES!

I HID MY CIVIES IN ONE OF THESE TREES... JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY.

UGGG WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!

WELL, AT LEAST MY WALLET AND KEYS WERE STILL THERE. THAT MEANS NOT ONLY CAN I GET BACK INTO MY APARTMENT, BUT I CAN PAY ALL THE BILLS THAT ARE PROBABLY STUFFED UNDER THE DOOR!

BUT FIRST I'VE GOT TO GET YOU HOME BEFORE SOME OVER-ANXIOUS SHUTTERBUG SNAPS YOUR PICTURE. REMEMBER... WE CAN'T TELL ANYONE WHAT'S HAPPENED TO US!

NOT TO WORRY, SPIDER-MAN. I REALLY DON'T THINK ANYONE WOULD BELIEVE ME ANYWAY. *

** FOR A FULLER ACCOUNT OF SPIDER AND THE DOC'S RETURN, SEE* AMAZING SPIDER-MAN #252. *AND TO FIND OUT MORE ABOUT WHERE THEY'VE BEEN, DON'T MISS AN ISSUE OF* MARVEL SUPER HEROES SECRET WARS

-- DANNY.

THE NEXT DAY...

♪ OH... I'M LOOKING OVER... MY DEAD DOG ROVER... ♪

DAILY

♪ ...IT'S KNOWING THAT YOUR DOOR IS ALWAYS OPEN AND YOUR FURNITURE IS GONE... ♪

CONCRETE! SMOG! JAMESON! I LOVE IT!

I NEVER THOUGHT I'D APPRECIATE MY LITTLE CORNER OF THE WORLD-- BE IT EVER SO CRUMMY.

♪ YOU... LIGHT UP MY WIFE... ♪

BEN URICH! WHAT'S SHAKIN', PAUDNUH?

14

LIFE IS GREAT, AIN'T IT?

WELL! IF IT ISN'T PETER PARKER, THE DAILY BUGLE'S ACE PHOTOG AND GOD'S GIFT TO THE NIKKON. WHERE'VE YOU BEEN?

ON A PLANET IN A FAR DISTANT GALAXY FIGHTING FOR THE SALVATION OF THE UNIVERSE.

UH-HUH.

WELL, JOIN ME IN A CUP OF JAVA. I NEED A DISTRACTION FROM THE BAYONNE MUD-WRESTLERS.

YOU REMEMBER THE SANTIAGO KID--THE ONE UP ON A MURDER ONE RAP?

YEAH, I SHOT SOME PIX OF HIM. DIDN'T SPIDER-MAN FIND THE REAL KILLER AND GET SANTIAGO OFF?

NOPE. TURNS OUT THE OTHER GUY WAS CLEAN. IT'S BACK TO SQUARE ONE WITH THE SANTIAGO KID. WHAT NAGS ME IS I'M SURE HE DIDN'T...

...PETE...?

I REALLY, REALLY HATE THAT.

DUMB. DUMB. DUMB.

I THOUGHT THIS MESS WAS ALL CLEARED UP BEFORE I WAS "ZAPPED" INTO NEVER-NEVER LAND.* THEY'RE STILL GOING TO LOCK UP AN INNOCENT KID.

*LAST ISH--DANNY.

WELL, I CAN'T LET THAT HAPPEN.

I'M HIDDEN IN THIS CORNER OF THE ROOF. NOW, LET'S SEE IF I REMEMBER HOW TO DO THIS...

IF I JUST CONCENTRATE HARD ENOUGH...

YEAH, MY STREET CLOTHES TAKE ON THEIR OWN SECRET IDENTITY. NOW SAY HELLO TO THE ALL-NEW, ALL-DIFFERENT...

SPIDER-MAN!

HOO-BOY, AM I IMPRESSED.

15

THIS SUIT IS GREAT.

I MEAN, THE STYLING WON'T KEEP BILL BLASS UP AT NIGHT, BUT IT'S REEAALLLL FUNCTIONAL!

IMAGINE... NO MORE LEAVING MY STREET CLOTHES BALLED UP IN AN ALLEY SOMEWHERE.

IT FITS BETTER AND IS MORE DURABLE THEN MY OLD THREADS...

...AND THE NEW WEB-SHOOTERS ARE SIMPLY TOUGH.

HOT DANG! THIS IS IT... THE BIG TIME!

MAYBE, AFTER I WRAP UP THIS MESS WITH THAT SANTIAGO KID, I SHOULD ROLL UP THE REST OF MY OLD SPIDEY OUTFITS...

...AND DRIBBLE THEM INTO THE NEAREST GOODWILL DEPOSIT BOX.

THAT WAY, UNDERPRIVILEGED KIDS WORLDWIDE CAN SLIP INTO ONE OF MY OLD OUTFITS, AND BE INSTANTLY PERSECUTED BY OLD PUBLISHERS WITH CREW CUTS.

AND IN THIS CASE, MAYBE OL' JAMESON WOULD BE JUSTIFIED. IF I'D BEEN MORE ALERT...

...ZELNICK MIGHT NOT BE DEAD TO BEGIN WITH.

MEANWHILE, AT THE LAW OFFICES OF NELSON AND MURDOCK...

SO, MR. WAGNER GOT HIMSELF A NEW LAWYER, HUH?

I'M SORRY, FOGGY BUT MR. WAGNER SAID HE COULDN'T WAIT ANY LONGER, AND MATT'S DISAPPEARED AGAIN. WORKING ON THE SANTIAGO CASE. NOBODY CAN FIND HIM.

C'MON, BECKY HOW MANY GUYS DOES IT TAKE TO FIND ONE BLIND MAN?

LEMME GUESS-- FIVE!

ONE TO LEAD HIM AWAY, AND FOUR TO CONFUSE HIS DOG!

...WHO ARE YOU?

C'MON... YOU MUST HAVE SEEN ME BEFORE!

ACE CRIME FIGHTER!

IDOL OF MILLIONS!

WELL... MAYBE THOUSANDS...

NAME STARTS WITH AN "S"...

16

LISTEN, MISTER, WE DON'T WANT ANY TROUBLE...

C'MON, NELSON, DON'T PLAY DUMB! WHO ELSE CAN STICK TO WALLS LIKE THIS?

UH... THE BLACK WIDOW... THE FLY... THE BEETLE...

ARRRGH.

FOGGY... I THINK IT'S SPIDER-MAN...

...IN A SILLY OUTFIT...

GIVE THE LADY A BISCUIT.

I'M HERE TO SEE YOUR BOSS, BUT I TAKE IT HE'S DONE A FADE-OUT ON YOU.

MY... PARTNER... IS BUSY WITH A CASE...

YES... THE SANTIAGO MURDER THING. I WAS IN ON THAT. I WAS HOPING WE COULD COMPARE NOTES.

BUT SINCE MURDOCK'S NOT HERE, I'LL JUST HAVE TO HANDLE IT ON MY OWN.

IF YOU FIND MATT ALONG THE WAY, REMIND HIM THAT HE'S GOT ONE OR TWO PAYING CLIENTS, TOO. Y'KNOW... E.T. PHONE HOME.

GREAT. NO MURDOCK. NO CHANCE TO GET A QUICKIE BRIEFING ON WHAT WENT WRONG WITH HIS CASE.

I NEED A CLUE... A HINT. ANYTHING AT ALL TO GIVE ME SOME DIRECTION TO GO IN.

GUESS I'LL CHECK OUT THAT GOON'S HIDEOUT. SEE IF ANYONE WANTS TO CHIT-CHAT.

HMMMPH. SHE CALLED MY NEW OUTFIT "SILLY-LOOKING". SISTER, THAT HAIR-DOO OF YOURS GAVE ME A REAL CHARGE, TOO.

17

MEANWHILE...

NATASHA...HOW CAN YOU BE SURE THIS ARNOLD GUY KNOWS SOMETHING?

MAGIC.

COME AGAIN?

I DIDN'T SURVIVE AS A SPY ALL THESE YEARS BY *NOT* BEING ABLE TO READ PEOPLE. THERE'S SOMETHING ABOUT A MAN WHO SQUIRMS LIKE THAT...

DAREDEVIL! DOWN HERE!

WHO IS THAT MAN?

HE'S CALLED THE ARRANGER. HE'S ONE OF THE KINGPIN'S MEN.

MR. FISK WISHES ME TO PRESENT YOU WITH A PROPOSITION.

YOU MAKE DEALS WITH THE KINGPIN...?

NATASHA, NOT NOW.

OKAY, ARRANGER. TALK TO ME.

ACROSS TOWN...

VEDDY EENTERESTINK.

NOW, I'VE SEEN CLUES BEFORE.

THIS DEFINITELY FEELS LIKE A CLUE.

THE GANG'S LOADING A LOT OF STUFF FROM THEIR HEADQUARTERS TO TAKE IT SOMEWHERE.

WHAT'S INTERESTING IS THE STUFF THEY'RE PACKING LOOKS AN AWFUL LOT LIKE THE GOODS THAT WERE STOLEN FROM ZELNICK'S PAWN SHOP DURING THAT RIOT.

OF COURSE, I COULD BE WRONG. AND CARY COLEMAN COULD BE A KKK HIGH DRUID!

18

SOON, A VAN STOPS IN THE ALLEY BEHIND A CERTAIN PAWN SHOP...

OKAY... I MADE A MISTAKE.

I THOUGHT HAVING YOU BOYS STOCK THE SHELVES IN BROAD DAYLIGHT WOULD THROW OFF SUSPICION WHILE YOU FILTERED IN THE STOLEN STUFF.

NO GOOD, MAN. WE HAD DARE-DEVIL BREAK UP OUR CRIB TODAY. WE DON'T WANT NO MORE HASSLES WITH THAT GUY.

WE WANT OUT. WE'RE HANGING UP OUR COLORS.

PAY UP, MR. ARNOLD. WE'RE OUT.

EXCUSE ME, MR. ARNOLD...

UH-OH. COMPANY.

MY SPIDER-SENSE READS IT AS *BAD* COMPANY!

JACK ZELNICK WAS ONE OF THE KINGPIN'S KEY MEN IN THIS AREA. HE'S FOUND OUT YOU'RE THE GUY WHO POPPED HIM.

MR. ARNOLD...

M-ME...? K-KILL ZELNICK?/? YOU... YOU GOT NO EVIDENCE...

THE KINGPIN...

...HE DON'T NEED NO EVIDENCE.

ZELNICK WAS OUR KEY FENCE DOWN HERE. HE MOVED A LOTTA MERCHANDISE FOR A LOTTA PEOPLE.

I BOUGHT A LAMP FOR MY MA FROM HIM ONCE.

YOU WANTED IN. TRIED TO BUY IN A COUPLA TIMES. THE KINGPIN'S GOT RECORDS.

ZELNICK WOULDN'T SELL, SO YOU OFFED HIM.

N-NO...

OKAY... OKAY I ADMIT IT... I KILLED HIM. HE WOULDN'T SELL. WE... WE WOULD'VE BEEN PARTNERS... I NEVER WANTED HIM TO DIE...

THE NIGHT OF THE RIOT, I WAS DRINKING ... I DON'T KNOW WHERE I GOT THE GUN...

PLEASE... PLEASE DON'T KILL ME. I'LL DO ANYTHING...

GLAD YOU SAID THAT...

19

SORRY FELLA, BUT YOU'RE STANDING IN A "NO BLOWING AWAY" ZONE.

NOW GO HOME AND WRITE "I MUST NOT IMPERSONATE HUMPHREY BOGART" 1,000 TIMES.

SPIDER-MAN?!? HE WASN'T PART OF THE DEAL! WASTE HIM!

AT LAST! SOMEONE RECOGNIZED ME RIGHT OFF!

WHO SAYS THUGS HAVE NO REDEEMING SOCIAL VALUE?

HEY, ARNOLD! WAS IT SOMETHING I SAID? WAIT UP!

HOLD IT, SPIDER-MAN!

HEY! DAREDEVIL --ALL RIGHT! LET'S THE TWO OF US TAKE THESE JOKERS!

BACK-OFF, WEB-SLINGER.

THESE MEN ARE UNDER MY PROTECTION.

THESE MEN--THE KINGPIN'S MEN--WERE ABOUT TO SHOOT ARNOLD. I SUPPOSE THAT'S OKAY WITH YOU, TOO?

YOU'RE RUINING EVERYTHING.

AND YOU'RE ACTING STRANGE, PAL.

I THINK YOU NEED YOUR HORNS ROTATED.

IF YOU WON'T HELP ME, I'LL TAKE THESE JOKERS MYSELF. FIRST, THE KINGPIN'S MEN...

20

GOT TO RUN... GOT TO GET AWAY...

YOU CANNOT RUN FAST ENOUGH, FRANK ARNOLD.

YOU HAVE A CRIME TO PAY FOR.

NO!

I... I STILL HAVE MY GUN...

IT WON'T DO YOU ANY GOOD. YOU CAN HAND IT TO ME, OR I WILL TAKE IT FROM YOU.

LIKEWISE, YOU CAN COME WITH ME TO JAIL, OR YOU CAN STAY... AND DEAL WITH THE KINGPIN'S WRATH.

YOUR MOVE.

MEANWHILE...

10 SECONDS TO EXPLAIN, HORNHEAD, THEN I SHAKE HANDS WITH YOUR FACE.

ARNOLD WOULD NEVER HAVE CONFESSED WITHOUT THE KINGPIN'S INFLUENCE. NOW HE HAS. SANTIAGO GETS JUSTICE. THE KINGPIN GETS EVEN WITH ARNOLD. THAT WAS THE DEAL I MADE WITH THE KINGPIN...

DEAL? YOU MADE A...?

I DON'T KNOW ABOUT YOU, D.D. FOR A GUY AS STRAIGHT AS YOU, THAT WAS A REAL STRANGE THING TO DO IN THE NAME OF JUSTICE.

I GUESS YOU FELT YOU DIDN'T HAVE MUCH CHOICE. BUT GOING TO THE KINGPIN...?

WE'RE SUPPOSED TO BE THE GOOD GUYS, REMEMBER?

21

MORNING.

CASE DISMISSED.

HEY! HEY, MAN! YOU DID IT! YOU GOT ME OFF!

IN COURT, JUAN...

...BUT ON THE STREET, YOU'RE STILL ON YOUR OWN. YOUR EX-GANG WILL STILL BE AFTER YOUR TAIL.

YOU'D PROBABLY BE SAFER IN JAIL.

HEY MAN, YOU'RE MY LAWYER. YOU'VE GOT TO HELP ME! YOU'VE *GOT* TO!

SORRY, JUAN. I'M A LAWYER... NOT A BODY-GUARD.

OUTSIDE.

PROUD OF YOURSELF?

NO. I MADE SOME UN-PLEASANT COMPROMISES TO SEE SOME IMPERFECT JUSTICE DONE. I DON'T FEEL VERY GOOD ABOUT IT.

EVERYTHING WORKED OUT. DOESN'T THAT MAKE IT ALL RIGHT? WHY THE SUDDEN RUSH OF MORALITY?

SOMETHING SPIDER-MAN SAID TO ME LAST NIGHT...

...SOMETHING ABOUT JUSTICE. I'VE GOT A LOT OF THINKING TO DO.

WELL, ALL'S WELL THAT...

I HATE CLICHES.

BUT I DO LOVE IT WHEN THINGS FALL INTO PLACE. ARNOLD GOES TO JAIL... THE KID GETS SPRUNG...

...THE SUN IS SHINING AND THE BIRDS ARE SINGING...

...I WONDER WHY HE NEVER SAID ANYTHING ABOUT MY NEW SUIT...?

MAYBE I WAS A LITTLE HARD ON DAREDEVIL. WE'RE BOTH ON THE SAME SIDE. BUT... GEE...

NEXT: *SPIDER-MAN AND CAPTAIN MARVEL!*

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

SHE'S THE BLACK CAT. SHE'S SEARCHING FOR SPIDER-MAN...

WHAT SHE FINDS COULD SPELL THE END OF THE WEB-SLINGER'S CAREER!!

THIS IS FELICIA HARDY, BETTER KNOWN -- PERHAPS EVEN TO HERSELF -- AS THE **BLACK CAT.**

USUALLY SHE FEELS AT HOME IN THE NIGHT, SAFE IN THE DARKNESS, SECURE IN THE MOON'S SILVER LIGHT.

BUT NOT TONIGHT.

TONIGHT SHE FEELS A CHILL THAT IS MORE THAN THE COOL EVENING AIR, IT IS THE STIRRING OF TERROR.

SHE FLEES THE MOON'S HARSH GLARE, FLEES THAT BLOATED ORB WHICH TONIGHT, OF ALL NIGHTS, SEEMS TO TAKE UPON ITSELF THE ASPECT OF... THE **KINGPIN.**

TONIGHT, SHE IS AFRAID.

WHERE, OH WHERE HAS MY SPIDER-MAN GONE...?

PRESENTED BY:	WRITTEN AND PENCILED BY:	FINISHES BY:	LETTERED BY:	COLORED BY:	EDITED BY:	CHIEFED BY:
STAN LEE	AL MILGROM	JIM MOONEY	JOE ROSEN	BOB SHAREN	DANNY FINGEROTH	JIM SHOOTER

I SHOULDN'T HAVE DONE IT! I NEVER SHOULD HAVE TRIED TO FIND A WAY TO GET SUPER-POWERS.

BUT I *HAD* TO DO IT-- FOR MY LOVER, MY SPIDER-MAN!

"OH, MY ACROBATIC ABILITY AND FIGHTING SKILLS WERE GOOD ENOUGH WHEN WE FOUGHT *ORDINARY FOES*--

"-- BUT I NEARLY GOT MYSELF KILLED WHEN I WENT UP AGAINST DOCTOR OCTOPUS AND THE OWL.

"WHEN I TRIED TO HELP SPIDER AGAINST THE HOBGOBLIN, I JUST GOT IN THE WAY!

"AND WHEN I TRIED TO BATTLE THE BESTIAL *MR. HYDE*, I BECAME MORE OF A LIABILITY THAN EVER.

"IN TRYING TO RESCUE ME, MY SPIDER-LOVER LEFT HIMSELF OPEN TO HYDE'S VICIOUS ASSAULT. HE WAS ALMOST KILLED!

"SPIDER HAD WARNED ME NOT TO INTERFERE, WARNED ME I WASN'T STRONG ENOUGH! HE BLAMED *ME* FOR HIS NEAR-DEATH.*

"I FLED FROM HIM, VOWING I WOULD *FIND* A WAY TO GET THE POWER I NEEDED TO SHARE HIS LIFE.

*THE CAT'S OWN GUILT-RIDDEN INTERPRETATION OF RECENT EVENTS-- DANNY.

"BUT MY SEARCH SEEMED TO BE IN VAIN, UNTIL A DISGUISED VOICE FROM A MYSTERIOUS LIMOUSINE OFFERED TO HELP ME...IN RETURN FOR UNNAMED SERVICES. I FIGURED I COULD DEAL WITH *THAT* LATER.

"I WAS SENT TO A LABORATORY WHERE SCIENTISTS EXAMINED ME...

"...IRRADIATED ME...

"...INJECTED ME...

"...AND, FINALLY, TESTED ME!

"I PASSED WITH FLYING COLORS.

"THE TREATMENTS HAD BEEN SUCCESSFUL. THEY HAD GRANTED ME POWERS MOST FITTING FOR THE BLACK CAT...INCREASED STRENGTH AND AGILITY AND--BEST OF ALL--THE POWER TO CAUSE BAD LUCK TO BEFALL ANY WHO ATTACKED ME.

3

"AT LAST I COULD FIGHT AT MY LOVER'S SIDE, HIS EQUAL, HIS MATE IN EVERY WAY. I WAS OVERJOYED...

"...UNTIL I LEARNED WHO MY MYSTERIOUS BENEFACTOR WAS...

"IT WAS THE KINGPIN OF CRIME, THE SINGLE MOST POWERFUL MAN IN ALL OF THE EAST COAST'S UNDERWORLD--AND SWORN ENEMY OF SPIDER-MAN!

"WE STRUCK A BARGAIN."

HE PROMISED I WOULDN'T BE FORCED TO USE MY POWERS AGAINST MY LOVER.

BUT IF HE EVER REQUIRES MY SERVICES, I MUST DO WHAT HE COMMANDS.

WHAT SORT OF UNHOLY BARGAIN HAVE I STRUCK? I'M SCARED, SO SCARED THAT EVEN THE NIGHT HOLDS NO COMFORT FOR ME.

IF ONLY I COULD FIND SPIDER...LET HIM HOLD ME IN HIS ARMS... CONFIDE IN HIM...

BUT WHAT IF I DID?!

WOULD HE SYMPATHIZE, OR BE ANGRY WITH ME?

HE DIDN'T WANT ME TO GET INVOLVED IN THESE DANGEROUS ACTIVITIES. WHAT WILL HE SAY WHEN HE LEARNS I WENT TO THE MOST DANGEROUS CRIME LORD OF ALL FOR HELP?

GOT TO CALM DOWN...THINK THIS THING OUT. MY HEART'S RACING... HEAD POUNDING.

MAYBE IF I SLOW IT DOWN, TAKE A WALK, I'LL BE ABLE TO COLLECT MYSELF.

BUT EVEN AS THE BLACK CAT DROPS TO THE PAVEMENT, TO BE ALONE WITH HER THOUGHTS, SHE ATTRACTS COMPANY--

--OF A VERY UNSAVORY KIND.

HEY, MIKEY, I GOT ME A BAD CASE OF THE STRAY CAT BLUES AND THAT SLINKY LI'L NUMBER LOOKS LIKE SHE MIGHT JUST BE THE CURE.

I READ YOU, NICKEY!

THAT GEM CHOKER ON HER FINE LITTLE NECK LOOKS LIKE THE GOODS, TOO. LET'S CHECK IT OUT.

QUIET, NOW.

5

EASY, NOW, PUSS-IN-BOOTS, COME TO --

BLATZ BEER

--POPPA--

HEY!

BAR

BEER ON TAP

YEEEOWWW!

K-RUNCH

OF ALL THE ROTTEN LUCK! MIKEY CAUGHT HIS FOOT IN THE SEWER GRATING.

YEH! NOW THE CAT LADY KNOWS WE'RE ON HER TAIL.

BUT SHE AIN'T SCREAMIN' OR NUTHIN'!

YOU'RE GONNA REGRET THE DAY YOU CROSSED OUR PATH, LADY.

IF ANYONE'S GOING TO BE SORRY--

IT'S GOING TO BE *YOU*, BOYS!

YOW! LOOKIT HER MOVE!

6

C'MON, ELROY, SHE CAN'T GET AWAY FROM BOTH OF US! LET'S NAIL HER!

RIGHT, DEL!

YOU'RE WELCOME TO *TRY*, BOYS--

KLONK

--BUT YOU'LL HAVE TO MOVE FASTER THAN THAT!

Y'MADE ME HIT ELROY, Y'WITCH! I'LL GET YA FOR THAT! I'LL--

OOPS! STICK SLIPPED OUTTA M'HANDS!

BAR

WHUNK!

RUBUE

SUD

BLAST THE LUCK! THERE GOES JACKSON.

C'MON, BREWER, PULL YOUR PIECE! WE'RE GONNA WASTE THIS BROAD!

7

GET HER, MAN!

AH-AH, BOYS! I'M WARNING YOU. YOUR LUCK IS GOING TO GO FROM BAD--

--TO WORSE.

K-CHING

BLAM

YOW! MY GUN FELL APART!

BRRINNGGG

AND THAT FLYING CHUNK OF DEBRIS KNOCKED OUT DEL!

AND WHAT'S WORSE, THE BULLET ACTIVATED THE POLICE ALARM BOX!

I GIVE UP! THAT LADY IS JINXED!

HAHAHAHAH!

BRRINNGG

WELL THAT WAS A PLEASANT DISTRACTION. JUST WHAT I NEEDED TO TAKE MY MIND OFF MY TROUBLES.

THE POWERS THE KINGPIN GAVE ME WORK JUST FINE!

8

I'VE JUST *GOT* TO TELL SPIDER ABOUT MY NEW ABILITIES. THAT'S THE ONLY WAY HE'LL ALLOW ME TO SHARE IN HIS ADVENTURES--!

MAYBE...MAYBE I JUST WON'T TELL HIM HOW I *GOT* THE POWERS. I WON'T EVEN MENTION THE CONNECTION WITH THE KINGPIN.

THAT'S IT! SPIDER WON'T EVER HAVE TO KNOW WHERE THE POWERS CAME FROM. I'LL JUST TELL HIM THEY WERE LATENT ABILITIES I HAD ALL ALONG.

9

BUT WHAT HAPPENS WHEN THE KINGPIN CALLS IN HIS MARKER--NEEDS ME TO PERFORM SOME TASK FOR HIM AS MY PART OF THE BARGAIN?

I-I GUESS I JUST WON'T TELL SPIDER ABOUT IT, OR...

...OR MAYBE I JUST WON'T DO IT, PERIOD! I MEAN, IT SEEMS LIKE NO ONE CAN HARM ME, NO MATTER HOW HARD THEY TRY.

MAYBE THE KINGPIN WENT TOO FAR-- GAVE ME TOO MUCH POWER.

GAVE ME SO MUCH POWER THAT I NEEDN'T FEAR ANYONE... NOT EVEN HIM!

YEAH! HE'S NOT AS SMART AS HE THINKS! HECK, I STOLE THAT ACTIVATOR GIZMO OFF HIM THAT TIME WITHOUT EVEN BREATHING HARD!*

I'VE GOT TO FIND SPIDER AND TELL HIM-- TELL HIM HE DOESN'T HAVE TO FEAR FOR HIS LOVER'S SAFETY EVER AGAIN!

*SEE PETER PARKER #74 --DANNY.

THE TERROR IS GONE NOW, REPLACED BY THE LIGHT-HEARTED OPTIMISM OF A YOUNG WOMAN IN LOVE.

BUT STILL, THE COLD MOON GLARES.

A SHORT PROWL UPTOWN BRINGS THE BLACK CAT TO...

SPIDER'S APARTMENT! THERE DON'T SEEM TO BE ANY LIGHTS ON--

--BUT THEN, IF I LIVED IN A DUMP LIKE THIS, I WOULDN'T WANT TO SEE MY SURROUNDINGS EITHER.

HONESTLY, I DON'T KNOW WHY HE LIVES HERE. I'M SURE HE COULD DO MUCH BETTER FOR HIMSELF.

WELL, MAYBE WITH A GOOD WOMAN-- ME--BEHIND HIM, WE'LL UPGRADE HIS SELF-IMAGE, MAKE HIM A SUCCESS.

I'LL JUST LET MYSELF IN VIA HIS SKYLIGHT. IMAGINE HAVING TO SNEAK IN AND OUT THROUGH THE ***BATHROOM*** OF ALL PLACES!

NO GLAMOR IN THAT!

AH, WELL, I'LL JUST LEAVE MY LOVER A NOTE AND LET HIM KNOW I'VE BEEN HERE LOOKING FOR HIM--

--THEN I'LL TAKE MY LEAVE AND NO ONE WILL BE ANY THE WISER.

I DO ***NOT*** WANT TO GO OUT THROUGH THE THE BATHROOM AGAIN. NO HARM IN LEAVING BY THE DOOR THIS LATE AT NIGHT.

TO MY SPIDER..

OOPS!

ALL RIGHT, GIRLIE, WHAT GOES ON HERE?! I HAPPEN TO KNOW THAT PARKER AIN'T BEEN AROUND HERE FOR DAYS AND HERE I FIND YOU COMIN' OUT OF HIS ROOM.

IF HE'S SHARIN' THE PLACE WITH YOU, HE'S GONNA OWE ME MORE RENT. SAY, WHAT IS THAT MASK YER WEARIN'?

10

YOU SOME KINDA CROOK OR SOMETHING? OR JUST ONE OF THEM PUNK TYPES? ANSWER ME, GIRL!

SPIDER HAS *GOT* TO MOVE OUT OF THIS BUILDING.

WHY, HIS LANDLADY THINKS OF HIM ONLY AS SOME SORT OF COMMON DRUDGE. WHY DOES HE PUT UP WITH IT?

THE OLD BIDDY *DID* SAY SHE HADN'T SEEN HIM IN SEVERAL DAYS, THOUGH.

MAYBE I CAN GET A LINE ON HIM BY CHECKING IN WITH CAPTAIN JEAN DeWOLFF AT THE POLICE STATION.

AH, THERE'S THE CAPTAIN NOW.

TAP

TAP

EH?! WHO?! BLACK CAT!

GET IN OFF THAT LEDGE BEFORE YOU GET YOURSELF KILLED, FELICIA.

PLEASE, I PREFER TO BE CALLED THE BLACK CAT.

SURE, SURE, WHATEVER YOU SAY, JUST GET INSIDE HERE.

I'M GLAD TO FIND YOU ON DUTY SO LATE.

11

YES, WELL, WE'VE BEEN WORKING DOUBLE SHIFTS LATELY. SEEMS LIKE EVERY MURDERER, MUGGER AND CAT BURGLAR HAS GONE ON A RAMPAGE THIS WEEK.

WHICH REMINDS ME, HOW ARE YOU ENJOYING YOUR AMNESTY? KEEPING YOUR NOSE CLEAN, I TRUST?

ER..YES. I-I NEVER REALLY GOT A CHANCE TO THANK YOU FOR HELPING ME GET A FRESH START WITH THE LAW.

IT'S OKAY, KID, FORGET IT. JUST DON'T STRAY FROM THE STRAIGHT-AND-NARROW.

GOSH, WHAT WOULD SHE THINK IF SHE KNEW I'VE BEEN ASSOCIATING WITH THE KINGPIN? I COULD LOSE MY AMNESTY--GO BACK TO BEING A WANTED CRIMINAL.

OOH, SPIDER-MAN WOULD BE UPSET WITH ME IF THAT HAPPENED.

UH...AM I RIGHT IN ASSUMING YOU DIDN'T STOP BY JUST TO SHOOT THE BREEZE?

OH, YES, I'M SORRY, CAPTAIN. I WAS REALLY JUST WONDERING IF YOU'D SEEN SPIDER-MAN LATELY. HE'S BEEN OUT OF TOUCH FOR DAYS, AND HE AND I HAD BEEN...SEEING A LOT OF EACH OTHER.

I'LL *BET* YOU HAD. HERE I'VE MANAGED TO DEVELOP A SCHOOL-GIRL CRUSH ON THE WEB-SLINGER AND WHAT DO I DO?

I HELP GET THIS BUBBLE-HEADED CUTIE OFF THE HOOK SO SHE CAN PUT THE MOVES ON HIM. NOT BRIGHT, DEWOLFF!

CAPTAIN?

NO, I HAVEN'T SEEN HIM.

AS A MATTER OF FACT, A LOT OF THE CITY'S SUPER-TYPES SEEM TO HAVE DISAPPEARED.

JUST THE OTHER DAY, THE VISION WAS ON TV TALKING ABOUT IT. MAYBE SPIDEY GOT CAUGHT UP IN WHATEVER THAT'S ABOUT!

WHAT?!

YOU'VE GOT TO TELL ME EVERYTHING YOU KNOW ABOUT IT! DO YOU HEAR ME?!

EASY NOW, GIRL.

EXCUSE ME, CAPTAIN, I... *HEY!*

12

THE BLACK CAT, THREATENING THE CAPTAIN!

HOLD IT RIGHT THERE, LADY. TAKE ANOTHER STEP TOWARDS THE CAPTAIN AND I FIRE.

EASY, MANELLO...

NOT TO WORRY, CAPTAIN, I'LL JUST MOVE IN HERE--YOWCH! HOW'D I MANAGE TO WALK INTO THAT FILE?!

MY BAD LUCK POWER IS STILL GOING STRONG, BUT THERE'S NO SENSE HANGING AROUND HERE ANY LONGER.

THANKS FOR THE INFORMATION, CAPTAIN. I'D BETTER GO NOW.

CAT, WAIT--!

BLAST IT, SHE'S GONE.

AS FOR YOU, MANELLO, I'VE GOT A GOOD MIND TO PUT YOU ON REPORT, BUSTING INTO MY OFFICE WITHOUT KNOCKING, PULLING A REVOLVER!

WHERE DO YOU THINK WE ARE, DODGE CITY?

ER...NO, MA'AM. I JUST...

BEAT IT, MANELLO!

YES, MA'AM!

GEE, THAT TALK WITH DEWOLFF MADE ME REALIZE THAT MAYBE I *SHOULDN'T* TELL SPIDER ABOUT MY POWER.

OF COURSE, HE SAW HOW LITTLE I COULD DO AGAINST ALL THOSE SUPER BADDIES. IF I SUDDENLY TURN INTO MS. UNBEATABLE--HE'LL KNOW *SOMETHING'S* UP!

BUT IF HE FINDS OUT I MADE A PACT WITH THE KINGPIN TO GET THE POWER, HE MIGHT LEAVE ME...OR EVEN TURN ME OVER TO THE POLICE.

I KNOW HE LOVES ME, BUT HE CAN BE SUCH A *DRAG* ABOUT SOME THINGS.

13

DAILY BUGLE

I JUST DON'T KNOW WHAT TO TELL HIM. BUT THE MAIN THING IS TO FIND HIM FIRST.

MAYBE AT THE PLACE WHERE HE WORKS...

HEY! LOOK WHAT JUST CLIMBED IN THE WINDOW... SEVENTEEN STORIES UP!

HUH... *YOW!*

EXCUSE ME, HAS ANYONE HERE SEEN...ER...PETER PARKER.

I *HATE* THINKING OF HIM AS THAT ORDINARY PERSON.

P-P-PARKER? N-NO. HE'S JUST A FREELANCE PHOTOGRAPHER. SOMETIMES WE DON'T SEE HIM FOR WEEKS AT A TIME.

AWRIGHT, WHAT IN BLUE BLAZES IS GOING ON AROUND HERE?

JONAH!

I PUT JOE ROBERTSON IN CHARGE AND EVERYTHING STOPS DEAD!

WHAT ARE *YOU* STARING AT?!

SO, THE BLACK CAT, DIDN'T I GET ENOUGH GRIEF FROM YOU WHEN YOU AND THAT BLASTED WEB-SLINGER FOUGHT THE FLY HERE LAST WEEK?*YOU NEARLY GOT ME *KILLED!*

I-I'M LOOKING FOR PETER PARKER.

H-HER...

THAT'S RIGHT, J. JONAH JAMESON, YOUR FORMER EDITOR-IN-CHIEF, AND I'M *STILL* THE PUBLISHER OF THIS NEWSPAPER--IN CASE ANY OF YOU HAVE FORGOTTEN.

*ISSUE #86 --DANNY.

PARKER?! ARE YOU IN LEAGUE WITH HIM TOO? THE WAY YOU'VE DISRUPTED THIS OFFICE, I'VE GOT A GOOD MIND TO DOCK HIS PAY TO COVER THE TIME YOU'VE WASTED!

WE'VE GOT A PAPER TO GET OUT HERE!

I-- THAT IS--I ÷KOFF÷ I-- ÷KOFF÷

WHAT THE DEVIL IS ALL THE SHOUTING OUT HERE--?! OH, JONAH. I SHOULD HAVE GUESSED.

DON'T BLAME ME, JOE. IT'S THAT USELESS INCOMPETENT PARKER--

DON'T YOU *DARE* TALK ABOUT HIM THAT WAY YOU CRUSTY OLD CURMUDGEON! IF YOU KNEW WHAT I KNOW, YOU'D...

ER...COOL DOWN, NOW, LADY.

LET'S NOT SAY ANYTHING WE MIGHT REGRET LATER, OKAY?

JONAH, I ASKED PETER TO DO A PHOTO-ESSAY ON THE CITY'S NIGHT PROWLERS. THAT'S WHY THE BLACK CAT IS HERE, RIGHT?

ER... RIGHT!

GRRRR!

MY OFFICE!

OKAY, LADY, SPILL IT. WHAT DOES PARKER HAVE TO DO WITH ALL THIS?

WHY, THAT PHOTO-ESSAY...

UNH-UNH! WON'T WASH. I JUST FED THAT LINE TO JONAH TO GET HIM OFF YOUR CASE.

LOOK, IF PETER'S WORKING ON SOME SECRET STORY AND YOU DON'T WANT TO TALK ABOUT IT...FINE! BUT I'VE JUST BEEN PROMOTED TO EDITOR-IN-CHIEF OF THIS PAPER AND I DON'T HAVE TIME TO STAND AROUND JAWING AT YOU.

I-IT'S JUST THAT I'VE BEEN LOOKING FOR HIM...

15

WELL, JOIN THE CLUB. I'VE BEEN LOOKING FOR HIM, TOO. AND WORRIED ABOUT HIM. IF YOU SHOULD SEE HIM FIRST, TELL HIM I'VE GOT AN ASSIGNMENT FOR HIM.

NOW, IF THERE'S NOTHING ELSE TO DISCUSS...

I'VE CAUSED ENOUGH OF A DISTURBANCE ALREADY.

INSTEAD OF GOING BACK OUT THROUGH THE NEWSROOM--

--I'LL LEAVE THIS WAY.

B-BUT WE'RE...

SEVENTEEN FLOORS UP? SO I'VE BEEN TOLD. TA-TA.

WHAT A NOTHING PLACE TO WORK. SPIDER COULD DO MUCH BETTER.

I DID THINK OF ANOTHER PLACE I COULD ASK ABOUT HIM, THOUGH...

AVENGERS MANSION. CAPTAIN DEWOLFF SAID THEY DID A BROADCAST ABOUT THE DISAPPEARING HEROES. MAYBE THEY KNOW IF SPIDER WAS AMONG THEM.

LAST TIME I CAME HERE, THEIR SECURITY DEVICES CAUGHT ME EASY AS COULD BE...

16

BUT LAST TIME, I DIDN'T HAVE MY BAD LUCK POWER.

HERE COME THEIR DEFENSE MECHANISMS...

THERE GO THEIR DEFENSE MECHANISMS.

NOW I'LL JUST SHIMMY DOWN THIS HATCH, AND SEE IF THE AVENGERS HAVE ANY OTHER TOYS I CAN DISMANTLE FOR THEM.

HA! ANOTHER GRAPPLER. BUT THAT TRICK NEVER--

--WORKS?!

BUT THERE'S NO WAY IT SHOULD HAVE BEEN ABLE TO GRAB ME!

FROM THE WAY OUR DEVICES MALFUNCTIONED, I DEDUCED THAT YOU WERE EMPLOYING A FORM OF PROBABILITY-ALTERATION SIMILAR TO THE SCARLET WITCH'S. THUS I REASONED THAT...

...MY MORE CONTROLLED HEX POWER COULD NULLIFY IT. APPARENTLY YOU REASONED CORRECTLY, HUSBAND.

YOU MAY RELEASE HER NOW, WANDA.

GLADLY, DEAREST.

CAPTAIN AMERICA INFORMED ME OF YOUR QUEST FOR SUPER-POWERS, BLACK CAT. APPARENTLY YOU WERE SUCCESSFUL.

UMMM...YEAH. BUT NOW I'M LOOKING FOR SPIDER-MAN, VISION. HE'S DISAPPEARED, AND I HEARD SOME AVENGERS WERE MISSING TOO, SO...

17

SO YOU THOUGHT WE MIGHT HAVE SOME INFORMATION. I AM SORRY, BUT WE KNOW NOTHING OF SPIDER-MAN'S WHEREABOUTS.

THE LAST THE AVENGERS SAW OF HIM WAS WHEN HE ALMOST BECAME ONE OF US. UNFORTUNATELY, THE GOVERNMENT DISQUALIFIED HIM FOR MEMBERSHIP. *

BUT WE ARE LOOKING TO EXPAND OUR RANKS. PERHAPS **YOU** WOULD BE INTERESTED?

ME? BUT I'M JUST A SOUPED UP CAT BURGLAR... AND I'VE GOT A CRIMINAL RECORD.

* SEE AVENGERS #237 FOR DETAILS-- DANNY.

I AM AWARE OF THAT --AS WELL AS THE FACT THAT YOU HAVE BEEN GRANTED AMNESTY FOR YOUR PAST CRIMES.

MANY AVENGERS, PAST AND PRESENT, ORIGINALLY FOUGHT ON THE...OTHER SIDE.

"HAWKEYE WAS IRON MAN'S ARCH FOE--

"THE HULK WAS A THREAT TO ALL MANKIND, YET HE FOUGHT AT OUR SIDE.

"WONDER MAN BATTLED THE AVENGERS BEFORE HE EVER JOINED THEM.

"QUICKSILVER AND HIS SISTER-- MY WIFE--THE SCARLET WITCH, FOUGHT ON THE SIDE OF EVIL MUTANTS AT ONE TIME.

WHY EVEN I, MYSELF, WAS GRANTED LIFE AND POWER BY THE SINISTER ROBOT ULTRON 5, WHO ATTEMPTED TO USE MY SYNTHEZOID ABILITIES TO CRUSH THE AVENGERS.

EVENTUALLY, I WAS FREED FROM HIS INFLUENCE, AND EVER SINCE I HAVE ENDEAVORED TO FIGHT THE GOOD FIGHT.

ALWAYS REMEMBER, BLACK CAT--IT ISN'T WHAT YOU WERE OR HOW YOU CAME BY YOUR POWERS THAT IS IMPORTANT... IT'S WHAT YOU ARE AND HOW YOU USE THOSE POWERS **NOW!**

UH...YES, WELL...THANKS, I'LL THINK OVER YOUR OFFER TO JOIN UP. MEANWHILE, IF YOU SHOULD SEE SPIDER-MAN...

WE'LL INFORM HIM YOU ARE LOOKING FOR HIM. JARVIS, PLEASE SEE THE LADY OUT...

YES, MASTER VISION. GOOD EVENING, MADAME.

18

WHEW, THAT VISION IS A SPOOKY SORT OF...GUY. I'M GLAD TO GET OUT OF THERE.

ON THE OTHER HAND, WHAT HE SAID ABOUT SUPER-POWERS AND HOW YOU USE THEM -- WHY IT WAS AS IF HE KNEW EXACTLY WHAT *MY* SITUATION WAS.

HE WAS REALLY RIGHT ON ABOUT THAT. IT DOESN'T MATTER HOW I GOT THIS WAY AS LONG AS I CAN USE MY POWERS TO HELP SPIDER AND TO BE WITH HIM.

YES! I *WILL* TELL SPIDER ABOUT MY POWERS, BUT I STILL HAVE TO *FIND* HIM.

SHORTLY... I COULD ONLY THINK OF ONE OTHER PLACE MY SPIDER MIGHT BE, AND TO GET THERE I HAD TO HITCH A RIDE ON THIS LONG ISLAND RAIL ROAD TRAIN.

I COULD HAVE CALLED...BUT I WAS AFRAID. WHAT IF SPIDER IS *AVOIDING* ME FOR SOME REASON. NO, IT'S BETTER THAT I GO OUT AND CHECK IN PERSON.

L.I.R.R

LI 7107

A BRACING HALF-HOUR RIDE EAST FINALLY BRINGS THE CAT TO HER DESTINATION.

HERE'S WHERE I GET OFF!

L.I.R.R.

THE ADDRESS IN THE PHONE BOOK SAID THIS SHOULD BE THE HOME OF MAY PARKER ...SPIDER'S AUNT.

19

HMMM. I NEVER MET HIS AUNT. WONDER IF THAT'S HER. LOOKS LIKE THE WHOLE HOUSE IS CRAWLING WITH REFUGEES FROM AN OLD FOLKS HOME.

A BRIEF RECONNAIS-SANCE OF THE HOUSE REVEALS...

NOTHING! NO SIGN OF SPIDER. WELL, THERE'S THE WINDOW OF THE ONLY ROOM I HAVEN'T CASED YET.

NOPE, JUST ANOTHER OLD LADY. WELL, MAYBE SHE CAN TELL ME SOMETHING.

MY, I JUST *LOVE* MAH-JONGG NIGHT HERE AT THE HOUSE. I WONDER IF MR. SIMPSON WILL NOTICE THIS NEW SHADE OF LIPSTICK I'M USING.

EXCUSE ME...

HAVE YOU SEEN PE--

EH?

EEEEEE

MARTHA, THAT SCREAM-- WHAT'S WRONG? WHO-?!

SH-SHE SNUCK IN THE WINDOW, SHE MUST HAVE COME HERE TO ROB US.

I--

ALL RIGHT, YOUNG LADY JUST WHAT IS THE MEANING OF THIS? NO DECENT GIRL GOES GALAVANTING ABOUT, DRESSED--

EASY NOW, MAY. WE'LL GET TO THE BOTTOM OF THIS.

20

ER...SORRY. I MUST HAVE THE WRONG HOUSE. SEE, I WAS INVITED TO A...UM...COSTUME PARTY AND I WANTED TO MAKE A DRAMATIC ENTRANCE, SO...

I'LL JUST LET MYSELF OUT THE WAY I CAME IN.

YOU CERTAINLY WILL, YOUNG WOMAN! AND NEXT TIME, WE WON'T BE SO LENIENT!

THERE, THERE, MY DEAR, EVERYTHING'S ALL RIGHT NOW.

SO THAT'S PETE'S AUNT, HUH? WHAT A DRAG! NO WONDER HE'S SO YUCH IN HIS NORMAL IDENTITY. SHE IS FEISTY THOUGH.

I GUESS SPIDER NEVER TOLD HER ABOUT HIS COSTUMED IDENTITY. IT WAS SILLY OF ME TO BREAK IN LIKE THAT. I COULD HAVE GIVEN ONE OF THOSE OLD FOGEYS A HEART ATTACK.

BUT IF HIS AUNT IS LIKE THAT--SO STRAIT-LACED--CAN MY SPIDER BE MUCH DIFFERENT?

DO I DARE TELL HIM ABOUT MY POWERS? HE'D NEVER UNDERSTAND.

BUT HE *LOVES* ME.

DO I TELL HIM?! YES? OR NO? YES OR NO?! *YES...OR...*

WHAT ARE *YOU* DOING HERE?

NO!

21

I--I MEAN, SPIDER, IS THAT YOU?

YES, IT'S ME. JUST A NEW COSTUME IS ALL. HOW I GOT IT IS A LONG STORY. *

BUT YOU DIDN'T ANSWER MY QUESTION. WHY ARE YOU PROWLING AROUND AUNT MAY'S HOUSE?

IN THAT INSTANT, ALL HER DOUBTS AND RESERVATIONS RUSH TO THE FORE. THE CONFLICT THAT HAS RAGED WITHIN THE BLACK CAT THIS NIGHT IS RESOLVED IN A SPLIT-SECOND DECISION. AND SHE REPLIES:

I--I MISSED YOU. YOU WERE AWAY SO LONG, I JUST WANTED TO SEE YOU, THAT'S ALL.

I JUST WANTED TO *SEE* YOU...

*A STORY REVEALED IN THE MARVEL **SUPER HEROES SECRET WARS** LIMITED SERIES, ON SALE NOW!
--DANNY

NEXT: *IF IT WASN'T FOR BAD LUCK...*

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THIS IS THE EASY PART...!

IT'S GONNA BE MURDER WHEN SPIDEY FACES...THE ROSE!

LEONARDI

"BY MYSELF BETRAYED!"

STARRING THE AMAZING SPIDER-MAN!

PRESENTED BY: STAN LEE
WRITTEN BY: TOM DEFALCO
PENCILED BY: RICK LEONARDI
INKED BY: BILL ANDERSON
LETTERED BY: JOE ROSEN
COLORED BY: GLYNIS WEIN
EDITED BY: DANNY FINGEROTH
COACHED BY: JIM SHOOTER

TIME IS RUNNING OUT FOR THE MAMMOTHS, BILL! LOOKS LIKE THEY'RE GOING TO CLOSE REGULAR SEASON PLAY WITH A LOSS!

THAT'S RIGHT, CURT! THEY'VE ALREADY CLINCHED A PLAYOFF BERTH--BUT A WIN HERE WOULD HAVE GUARANTEED THEM A HOMEFIELD ADVANTAGE!

QUARTER 4 BALL ON 47 DOWN 3 TO GO 7
SF SKYHAWKS 34
NY MAMMOTHS 28

UH-OH! MAMMOTHS' QUARTERBACK RAY NESTERS APPEARS TO BE IN BIG TROUBLE!

HE'S SCRAMBLING--TRYING TO AVOID THE BLITZ--BUT HE CAN'T FIND AN OPEN RECEIVER!

THE SKYHAWKS ARE TAGGING HIM FOR A TWELVE YARD LOSS!

I'D HATE TO BE UNDER THAT PILE-UP, BILL!

ME TOO, CURT! THE MAMMOTHS ARE SIGNALING FOR THEIR FINAL TIME-OUT--TO STOP THE CLOCK WITH SIX SECONDS LEFT IN THE GAME!

I HOPE YOU GOT A GOOD SHOT OF THAT SACK, PARKER!

ER... SORRY, WENDY...

I'M JUST NOT USED TO WORKING WITH THIS CAMERA!

THE SPORTS EDITOR LENT IT TO ME--BECAUSE HE DIDN'T THINK MY OWN EQUIPMENT WAS RIGHT FOR THIS ASSIGNMENT!

LOOK, PARKER, I REALIZE THAT YOU DON'T USUALLY TAKE SPORTS PIX FOR THE *DAILY BUGLE*--BUT YOU WERE ASSIGNED TO THIS GAME WHEN MY REGULAR PHOTOGRAPHER TOOK SICK!

I *NEED* THESE PICTURES FOR MY DAILY SPORTS COLUMN--SO DON'T SCREW UP!

"PARKER"--?!

I WONDER *IF*... NAH, IT COULDN'T BE!

I'M TRYING MY BEST, *MISS* THORTON!

IT ISN'T GOOD ENOUGH, *MISTER* PARKER!

EXCUSE ME...

2

MY NAME'S NESTERS... *TONY* NESTERS,

YOU GAVE ME A "B-MINUS"!

YES--?

HEY, DO I KNOW YOU?

YOU SHOULD... I WAS ONE OF YOUR FRESHMEN CHEMISTRY STUDENTS AT EMPIRE STATE UNIVERSITY.

YEAH, I THOUGHT YOU LOOKED FAMILIAR.

PARKER!

THE GAME'S OVER HERE!

THIS IS IT, BILL! NESTERS IS CALLING SIGNALS FOR WHAT PROMISES TO BE THE LAST PLAY OF THE REGULAR SEASON!

HUP! HUP! HUP!

3

SNAP FROM CENTER, AND NESTERS FADES BACK...

IT'S A DESPERATE "HAIL MARY" PASS!

OH, NO!

RIGHT OFF THE FINGER-TIPS OF HIS FAVORITE RECEIVER, BABYFACE BOB CLAYTON!

THIS GAME IS NOW HISTORY, BILL!

IT'S BEEN A REAL PLEASURE WORKING WITH YOU, CURT!

SKYHAWKS 34
NY MAMMOTHS 28
:00

TOUGH BREAK, RAY!

YOU TRIED YOUR BEST!

YEAH...

...MY BEST.

I CAN'T BELIEVE THAT GAME! WE SHOULD HAVE MURDERED THE SKYHAWKS!

WHO'S YOUR FRIEND, PARKER?

A FORMER STUDENT OF MINE... TONY NESTERS.

"NESTERS"--?! ANY RELATION TO *RAY*?

MY BROTHER.

REALLY?

LOOK, PARKER, THERE'S NO SENSE TO YOU HANGING AROUND ANY LONGER.

I'M OFF TO THE LOCKER ROOM WITH TONY HERE-- FOR SOME POST-GAME INTERVIEWS.

I'LL EVEN SAVE YOU A TRIP, AND RETURN THIS CAMERA TO THE BUGLE FOR YOU--

4

"--YOU NEVER KNOW WHEN A REAL PHOTOGRAPHER MAY NEED IT!"

WENDY ISN'T FOOLING ME. SHE'S JUST ANXIOUS TO GET THAT FILM DEVELOPED-- SO SHE CAN SEE HOW THE PICTURES CAME OUT.

WELL, I CAN'T BLAME HER.

TAKE IT SLOW, PEOPLE!

NICE SEEING YOU AGAIN, MR. PARKER!

MOMENTS LATER...

UH-OH! I'M RUNNING LATE--AND I'M DUE AT MY AUNT MAY'S FOR DINNER.

I HAVE SOMETHING IMPORTANT TO DISCUSS WITH HER.

GLANCING AROUND TO MAKE SURE THAT HE'S UNOBSERVED, PETER PARKER BOUNDS FORWARD, COVERING AN INCREDIBLE TWENTY FEET WITH EACH LEAP--

*--UNTIL HE REACHES--AND **CLINGS** TO THE UNDERSIDE OF --ONE OF THE MANY EXIT RAMPS WHICH FILL THE STADIUM.*

AND THEN, IN RESPONSE TO A MENTAL COMMAND, HIS CLOTHES UNDERGO A MOST STARTLING TRANSFORMATION!

WOW! I GET A REAL KICK OUT OF WEARING THIS NEW COSTUME. IT REACTS INSTANTLY TO MY THOUGHTS--AND IT CAN MIMIC THE APPEARANCE OF ANY SET OF CLOTHES I CAN IMAGINE!

IT'S A COMPLETE WARDROBE IN ITSELF. I MAY NEVER HAVE TO BUY CLOTHES AGAIN!

I STILL CAN'T BELIEVE I GOT IT ON A DISTANT PLANET AT THE OTHER END OF THE UNIVERSE--AFTER MY OLD COSTUME WAS SHREDDED IN A BATTLE WITH THE ABSORBING MAN!*

**FOR MORE DETAILS, SEE MARVEL SUPER HEROES SECRET WARS UPCOMING ISSUE #6 --DANNY.*

--IT'S WEB-SWINGING TIME!

HHM! IT COULDN'T GET AROUND MY FINGERTIPS-- BECAUSE THEY WERE HOLDING ME TO THE RAMP. I'LL FIX THAT, AND THEN --

5

MOMENTS LATER, THOSE FOOTBALL FANS STILL TRAPPED WITHIN THE GRIDLOCK WHICH ATTENDS THE CONCLUSION OF MOST SPORTING EVENTS--

--ARE TREATED TO AN EXHIBITION OF SPEED AND AGILITY FAR GREATER THAN ANY EVER WITNESSED ON A PLAYING FIELD...

I STILL HAVE SO MUCH TO LEARN ABOUT THIS COSTUME. I DON'T EVEN KNOW WHERE ITS WEBBING COMES FROM.

I'M NOT WEARING WEB-SHOOTERS, BUT WEBBING'S THERE WHEN I NEED IT!

PWIP

REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, VOLUNTEERED TO EXAMINE EVERYTHING FOR ME--BUT I HAVEN'T HAD THE TIME TO DROP IN ON HIM!

WH-WHO IS THAT GUY?!

DON'T ASK ME!

THEY DON'T REALIZE I'M *SPIDER-MAN!*

HA! I HAVEN'T FELT THIS ANONYMOUS--

--SINCE I FIRST GOT MY POWERS...

I STILL REMEMBER HOW I TRIED TO CASH IN ON THEM.

TV

I WAS GOING TO STRIKE IT RICH IN SHOW BUSINESS.

BUT THEN, BECAUSE I HAD FAILED TO ACT AS SPIDER-MAN, MY UNCLE BEN WAS MURDERED BY A BURGLAR.

THAT'S WHEN I FIRST LEARNED THAT WITH GREAT POWER, COMES GREAT RESPONSIBILITY.

IF ONLY I HAD BEEN THERE TO SAVE MY UNCLE BEN, MY WHOLE LIFE WOULD HAVE TURNED OUT SO DIFFERENT...

...SO *VERY* DIFFERENT!

MEANWHILE...

...AT A LUXURY APARTMENT HOUSE IN MIDTOWN MANHATTAN...

VROOM

TONY, I'LL MEET YOU UP-STAIRS LATER. I'M...ER... GONNA GO PICK UP A NEWSPAPER.

YOU WANT COMPANY, RAY?

NO.

I'D RATHER BE ALONE FOR AWHILE.

SURE, I UNDERSTAND.

SEE YOU IN THE APARTMENT.

D79

WHY DID YOU DITCH THE KID, NESTERS?

ARE YOU AFRAID HE'LL LEARN THAT HIS FOOTBALL HERO BROTHER IS ON THE TAKE?

DON'T PUSH IT, JOHNSTON. JUST GIVE ME MY MONEY... AND CLEAR OUT.

IS THAT ANY WAY TO TALK TO ME, FOOTBALL HERO?

VARLEY AND I WERE JUST ABOUT TO COMPLIMENT YOU ON TODAY'S GAME. YOU WERE *VERY* CONVINCING. IT REALLY LOOKED LIKE YOU WERE TRYING TO WIN OUT THERE.

THE *ROSE* WAS SO IMPRESSED THAT HE INCLUDED A LITTLE BONUS IN YOUR PAY ENVELOPE.

HE HOPES YOU CAN DO AS WELL *NEXT* WEEK.

WHAT--?! IS HE CRAZY?!

7

THE PLAYOFFS START NEXT WEEK. I CAN'T LOSE ANY MORE GAMES.

LISTEN, FOOTBALL HERO, YOU'LL DO WHATEVER THE ROSE TELLS YOU TO DO... *OR ELSE!*

THAT'S WHAT YOU THINK!

I'VE HAD ALL I CAN STOMACH OF YOU AND YOUR MYSTERIOUS BOSS!

UNN

WHUNG!

TELL THE ROSE THAT I'VE THROWN MY LAST GAME! HE CAN TAKE HIS DIRTY MONEY, AND SHOVE IT RIGHT UP HIS--

CLICK!

THAT'S ENOUGH, NESTERS.

LET GO OF THE MAN... *NOW.*

YOU DISAPPOINT ME, NESTERS. I THOUGHT EVEN A DUMB JOCK LIKE YOU WOULD KNOW BETTER --

--THAN TO TRY AND CROSS THE ROSE!

THE ROSE WILL CALL YOU LATER IN THE WEEK... AT THE USUAL TIME. YOU'D BETTER DO WHAT YOU'RE TOLD--

--OR YOUR NEXT *HOME GAME* WILL BE INSIDE THE PEARLY GATES!

8

MINUTES LATER...

WHAT AM I GOING TO DO? THOSE CRUMBS WILL *NEVER* LET ME OFF THE HOOK!

HEY, I THOUGHT YOU WENT FOR A NEWS-PAPER.

CHANGED MY MIND, KID.

YOU LOOK REAL TENSE ALL OF A SUDDEN. IS ANYTHING WRONG, RAY?

NAH, EVERYTHING'S WONDERFUL...

...JUST WONDERFUL.

I KNOW SOMETHING'S BOTHERING YOU, RAY. YOU *NEVER* DRINK DURING THE SEASON.

LOOK, TONY, I DON'T MIND YOU LIVING WITH ME, JUST SO LONG AS YOU KEEP YOUR NOSE PLANTED INSIDE YOUR SCHOOL BOOKS--

--AND *OUT* OF MY BUSINESS!

SLAM!

AT THAT EXACT MOMENT, IN FOREST HILLS, QUEENS...

YOU'VE DONE IT AGAIN, MAY PARKER! ANOTHER EXCELLENT MEAL...

IT'S MY TURN TO WASH, SO I'LL LEAVE THE TABLE CLEAN-UP TO YOU TWO.

PETER, I'M SO GLAD YOU COULD JOIN NATHAN AND ME FOR SUNDAY DINNER.

SO AM I, AUNT MAY. WHERE ARE YOUR OTHER TENANTS TODAY?

THEY'RE SPENDING THE DAY AT THE RADIO CITY MUSIC HALL.

THAT'S JUST AS WELL, AUNT MAY. NOW THAT WE'RE ALONE, I'VE GOT SOMETHING TO TELL YOU...

PETER, YOU SOUND SO SERIOUS.

A FEW WEEKS AGO,* I DECIDED TO POST-PONE MY GRADUATE SCHOOL STUDIES.

I'VE TAKEN A FORMAL LEAVE OF ABSENCE-- FROM COLLEGE.

YOU'VE DROPPED OUT.

HOW COULD YOU, PETER?

*SEE AMAZING SPIDER-MAN #243 -- DANNY.

THINK OF ALL THE SACRIFICES YOU'VE MADE -- THE TIME AND WORK YOU PUT IN! AND YOUR UNCLE BEN -- HE HAD SUCH DREAMS FOR YOU!

YOU CAN'T DO THIS TO YOURSELF! *YOU CAN'T!*

MAY--?!

YOU'RE TURNING YOUR BACK ON YOUR FUTURE!

I *WON'T* ALLOW IT!

WHAT HAVE YOU DONE TO YOUR AUNT?! I'VE NEVER SEEN HER IN SUCH A STATE!

ANSWER ME, YOUNG MAN--

"-- WHAT HAVE YOU DONE?!

LATER...

CAN'T GET AUNT MAY'S REACTION OUT OF MY MIND!

SHE'S USUALLY SO SUPPORTIVE! GUESS I JUST ASSUMED SHE'D ACCEPT MY DECISION TO QUIT SCHOOL AT FACE VALUE.

I NEVER REALIZED HOW MUCH MY COLLEGE EDUCATION MEANT TO HER!

I'VE REALLY BEEN MAKING A MESS OUT OF MY LIFE LATELY. EVEN MY RELATIONSHIP WITH THE *BLACK CAT* SEEMS TO BE GOING SOUR!

I KNOW THAT FELICIA HAS BEEN HIDING SOMETHING FROM ME*-- BUT WHAT IS IT?!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS -- DANNY.

ELSEWHERE...

BUT, BOSS...

THAT'S QUITE ENOUGH, MR. JOHNSTON, YOU NEEDN'T CONCERN YOURSELF WITH MR. NESTERS ANY LONGER.

HE SHALL DO AS *THE ROSE* COMMANDS, OR HE SHALL FACE THE CONSEQUENCES--

--AND THEY ARE MOST DIRE, INDEED.

TUESDAY MORNING...

THIS COULD BE OUR YEAR, RAY! I'M SURE OF IT! YOU'VE JUST GOT TO PUT LAST SUNDAY'S DEFEAT BEHIND YOU!

I WANT TO SEE A GREAT PRACTICE TODAY.

I'M COUNTING ON *YOU* TO TAKE THIS TEAM THROUGH THE PLAYOFFS, AND ALL THE WAY TO THE SUPER BOWL!

YEAH, COACH...

...I KNOW.

11

MUCH LATER, AFTER A GRUELING FIVE HOURS ON THE GRIDIRON --

--RAY NESTERS RETURNS HOME TO FIND..

AN ENVELOPE!

SOMEONE MUST HAVE SHOVED IT UNDER MY APARTMENT DOOR -- BUT WHO?!

RINGGG!

you must lose this Sunday...by a score of six points or more. Consider the enclosed an advance. warmest regards,

YEAH, THIS IS NESTERS.

HOW DID MR. NESTERS REACT TO OUR LATEST PROPOSITION?

HE SUGGESTED THAT YOU PERFORM A CERTAIN ANATOMICAL IMPOSSIBILITY.

THAT'S A PITY, MR. VARLEY.

I WAS TRULY HOPING THAT HE WOULD SEE THE LIGHT OF REASON... BEFORE YOU AND MR. JOHNSTON WERE FORCED TO RESORT TO VIOLENCE.

THURSDAY AFTERNOON...

DAILY BUGLE

WHAT IF AUNT MAY'S RIGHT?...

...WHAT IF I AM FORSAKING MY FUTURE?!

EARTH TO PETER PARKER! *COME IN, PETER!*

JOE ROBERTSON, EDITOR IN CHIEF

ER...SORRY, BETTY. GUESS MY MIND WAS A MILLION MILES AWAY.

I NOTICED.

12

IS ROBBY IN HIS OFFICE? WE HAVE AN APPOINTMENT.

GO RIGHT IN. HE'S BEEN WAITING FOR YOU.

YOU'RE LATE, PETE. YOU SHOULD HAVE BEEN HERE TWENTY MINUTES AGO.

SORRY. I WAS IN THE DARKROOM, AND I GUESS I LOST TRACK OF THE TIME...

I WANTED TO GO OVER THESE PICTURES YOU SHOT AT THE MAMMOTH GAME LAST SUNDAY.

THEY'RE NOT GOOD.

IN FACT, THE GENERAL QUALITY OF ALL YOUR WORK HAS BEEN SLIPPING LATELY.

LOOK, I KNOW YOU'VE NEVER BEEN A TECHNICALLY PROFICIENT PHOTOGRAPHER-- BUT YOU ARE CAPABLE OF PRODUCING GOOD STUFF.

YOU'D BETTER START BEARING DOWN.

AFTER ALL, YOU'RE NOT THE ONLY FREELANCER IN TOWN...

NOT SO SHORTLY...

÷WHEW÷

TROUBLE IN PARADISE?

YEAH.

WHAT'S WITH ROBBY? HE'S NEVER CHEWED ME OUT LIKE THAT BEFORE.

HE SEEMS TO BE TAKING HIS PROMOTION TO *EDITOR IN CHIEF* VERY SERIOUSLY.

I REALLY CAN'T BLAME HIM. PEOPLE USED TO GET AWAY WITH MURDER...

...UNDER MR. JAMESON.

PARKER--?!

13

JUST THE MAN I WANTED TO SEE!

HI, WENDY. WHAT'S UP?

YOUR FRIEND TONY NESTERS ARRANGED FOR ME TO GET AN EXCLUSIVE INTERVIEW WITH HIS BROTHER RAY.

I OWE THIS ALL TO YOU, SO I FIGURED I'D LET YOU SHOOT THE BACKGROUND PICTURES.

THAT'S *VERY* THOUGHTFUL OF YOU, MISS THORTON--

--ESPECIALLY SINCE ALL OF OUR OTHER PHOTOGRAPHERS ARE OUT ON ASSIGNMENT!

HEY, I DON'T CARE IF I WAS HER LAST RESORT. I COULD USE THE WORK.

GREAT! I'LL JUST CALL TONY TO CONFIRM EVERYTHING.

YEAH, RAY'S EXPECTING YOU. HE SHOULD BE HOME IN AN HOUR. SEE YOU THEN.

BINGG! BONGG!

GOTTA GO NOW. SOMEONE'S AT THE DOOR.

MEANWHILE...

LOOKING GOOD, RAY! WE'RE GONNA WIN BIG THIS SUNDAY.

YEAH.

SEE YOU GUYS AT PRACTICE TOMORROW.

WHAT AM I GOING TO DO? I CAN'T LET THE TEAM DOWN-- BUT THE ROSE WILL KILL ME IF I DON'T.

I'VE NEVER FELT SO HELPLESS...SO OUT OF CONTROL.

IT'S LIKE MY WHOLE LIFE WAS CRUMBLING AROUND ME.

WHERE DID IT ALL GO WRONG?

WAS IT THE INJURIES? THE LOSING SEASONS?

OR, THE LURE OF BIG MONEY AND EASY LIVING?!

I USED TO LOVE THIS GAME.

USED TO DREAM ABOUT PLAYING PRO BALL, AND MAKING A NAME FOR MYSELF.

THE YEARS HAVE REALLY TAKEN THEIR TOLL ON ME, AND MY DREAMS...

I SHOULD HAVE KNOWN BETTER THAN TO GET INVOLVED WITH A GUY LIKE THE ROSE.

YEAH, I SHOULD HAVE KNOWN BETTER ABOUT A LOT OF THINGS...

GOTTA GET HOME. THE KID'S WAITING FOR ME.

MOMENTS LATER, AS AN ELEVATOR ARRIVES ON RAY'S FLOOR...

UH-OH!

WENDY--

BUT, SOON...

WHAT THE--?!

TONY! *TONY!* WHERE ARE--

--YOU?

We have the boy. Let's talk.

--LOOK OUT!

TH-THAT'S RAY NESTERS!

WHERE IS HE GOING?

WHAT ABOUT MY INTERVIEW?!

15

I THINK YOU CAN FORGET ABOUT THAT FOR NOW!

TAKE A LOOK AT *THIS!*

OH, MY!

NESTERS' PLACE LOOKS LIKE IT'S BEEN THROUGH A WAR!

WHAT SHOULD WE DO, PARKER?

PARKER--?!

*JUST THEN, ON THE STREET BELOW, RAY NESTERS' **911 CABRIO** ROCKETS FORWARD, CLOSELY FOLLOWED BY THE EVER AMAZING SPIDER-MAN!*

MY COSTUME MANAGED TO CHANGE ITS APPEARANCE WHILE I WAS STILL CRAWLING DOWN THE SIDE OF NESTERS' BUILDING!

THERE HE GOES NOW!

SWINGING FROM BUILDING TO BUILDING ON HIS INCREDIBLE WEB-LINE, SPIDER-MAN EASILY KEEPS PACE WITH THE SPEEDING CAR.

SOON...

WHAT'S HE UP TO?!

HE'S AIMING HIS CAR FOR THIS BUILDING-- BUT HE'S NOT SLOWING DOWN --NOT STOPPING!

VROOM!

KER-ASH!

16

I KNEW THE ROSE WOULD HAVE A SMALL ARMY BACKING HIM UP!

MY ONLY CHANCE WAS TO HIT 'EM HARD AND SUDDEN-- LIKE A LINEBACKER BLITZ!

GIMME THAT GUN, PUNK!

÷UNNN÷

ARE YOU QUITE FINISHED, MR. NESTERS ?

YOUR GRAND-STAND PLAY HAS CAUSED MORE THAN SUFFICIENT DAMAGE!

STUFF IT, ROSE!

I WANT MY KID BROTHER ...NOW!

KEEP TALKING, FOOTBALL HERO...

HE IS UNHARMED... FOR THE MOMENT.

RAY! THESE GUYS SAY YOU'VE BEEN *DUMPING* GAMES! TELL 'EM THEY'RE LYING! TELL 'EM IT AIN'T SO!

"TELL 'EM."

TONY, I...I...

BLAMM!

FWOK!

REAL CARELESS, NESTERS. YOU SHOULDN'T HAVE DROPPED YOUR GUARD LIKE THAT!

PILE ON, BOYS! IT'S TIME WE TAUGHT THIS FOOTBALL HERO THE REAL FACTS OF LIFE!

÷UFFF÷

17

DON'T KILL HIM, YOU FOOLS!

WE STILL NEED HIM FOR SUNDAY'S GAME.

SPWASH!

THAT'S AWFULLY SPORTING OF YOU, FELLA! YOU'RE A REGULAR "MR. WARMTH."

AT LAST! I'VE SEEN ENOUGH TO PIECE THIS SITUATION TOGETHER.

WH-WHO IS THAT CREEP?!

HIS IDENTITY IS UNIM-PORTANT!

STOP HIM!

UNIMPORTANT? ME--?!

;SHEESH; YOU REALLY KNOW HOW TO HURT A GUY!

FWAKK

HEY! WHAT HAPPENED TO THE LIGHTS?!

H-HE FIRED SOME SORT OF STICKY GOOP OUTTA THE BACK OF HIS HAND!

IT'S CALLED "WEBBING!"

I'D REALLY APPRECIATE IT IF YOU USED ITS CORRECT NAME. LAWYERS CAN BE SO FINICKY WHEN IT COMES TO TRADEMARKS.

GOTTA PUT ON A REAL SHOW FOR MY AUTO-MATIC CAMERA! I SET IT UP OUTSIDE--AND I JUST HOPE I CAN GET SOME DYNAMIC PIX FOR GOOD OL' ROBBY!

18

C'MON, KID! NOW'S OUR CHANCE TO GET OUTTA HERE -- WHILE THAT COSTUMED JERK IS KEEPING EVERYONE DISTRACTED!

NO! I WANT TO KNOW THE TRUTH FIRST! YOU HAVE BEEN THROWING GAMES, HAVEN'T YOU?

HAVEN'T YOU?!

KID, THIS AIN'T THE TIME OR THE PLACE...

HOW COULD YOU, RAY? HOW COULD YOU TURN YOUR BACK ON THE GAME -- ON YOURSELF?!

THERE'S SO MANY OF THEM! GOTTA KEEP MOVING!

BWAK!

CAN'T GIVE 'EM A CHANCE TO GANG UP ON ME, AND ÷UFF÷

I GOT HIM! I GOT HIM!

SWOK!

THAT'S PRETTY GOOD, CHUCKLES! IT ISN'T EASY TO HIT A GUY WHO CAN MOVE AS FAST AS I CAN!

REMIND ME TO GET THE CORRECT SPELLING ON YOUR NAME LATER! I WANT TO RECORD IT FOR POSTERITY!

PHOOM!

ARGG!

UH-OH! LOOKS LIKE THE BOSS-MAN IS MAKING TRACKS!

÷UNNN÷

FWAP!

HATE TO CUT THIS SHORT, BUNKY -- BUT DUTY CALLS!

19

HI THERE, FRIEND! HOPE YOU WEREN'T PLANNING ON LEAVING THE PARTY. WE HAVEN'T HAD A CHANCE TO DANCE, YET.

STAY BACK! I HAVE NO WISH TO ENGAGE YOU IN PHYSICAL COMBAT.

I EMPLOY UNDERLINGS FOR SUCH MATTERS!

SWISH!

BWOOF!

REALLY? WELL, I DON'T THINK YOU'RE GETTING YOUR MONEY'S WORTH. YOUR GOONS FALL DOWN EVERY TIME I HIT THEM!

HEY! THOSE GRENADES HE THREW ARE RELEASING SOME KIND OF GAS-- BUT MY COSTUME SEEMS TO BE ACTING LIKE A FILTER AGAINST IT!

TAKE HIM!

KPOW KPOW KPOW

DON'T WORRY, BOSS! WE'LL PUNCH THIS CLOWN'S TICKET!

HI, GUYS! LOOKING FOR A LITTLE OVERTIME?

UH-OH! WHAT'S NESTERS DOING DOWN THERE?

20

ROSE! YOU RUINED MY LIFE! YOU RUINED EVERYTHING! I NEVER SHOULD HAVE GOTTEN MIXED UP WITH YOU!

THAT MAY WELL BE TRUE, MR. NESTERS -- BUT I AM HARDLY TO BLAME FOR YOUR CURRENT SITUATION.

WHY YOU =ARGH=

YOU ARE AN ADULT! NO ONE FORCED YOU INTO ANYTHING!

KWOK!

YOU MADE YOUR OWN DECISIONS!

THIS IS MOST DISTRESSING. MY MEN ARE NO MATCH FOR THAT BLACK-SUITED AVENGER. HE'LL BE AFTER ME WITHIN SECONDS--

--UNLESS I TAKE SOME RATHER DRASTIC ACTIONS!

BWAM!

NO!

THOSE FALLING CRATES WILL CRUSH NESTERS! HE HASN'T GOT A CHANCE!

ACTING INSTINCTIVELY, THE AMAZING SPIDER-MAN HURLS HIMSELF FORWARD, GRIMLY DETERMINED TO CUSHION THE FALLEN FOOTBALL STAR WITH HIS OWN BODY.

AND THEN...

KA-

PLASH!

21

FOR A SEEMINGLY ETERNAL INSTANT, ALL IS SILENT AS THE DUST CLEARS...

AND THEN, THE CRATES BEGIN TO SHIFT, AS SPIDER-MAN EXERTS THE FULL EXTENT OF HIS INCREDIBLY POWERFUL MUSCLES...

:UNNN:

TOGIAK

HOLD ON, NESTERS! I'LL GET YOU OUT OF HERE.

AND THEN, SHORTLY...

:WHEW: MY ACHING BACK! IT WAS A CRAZY STUNT--BUT IT WORKED!

RAY, ARE YOU--?!

I'M FINE, KID. BEEN UNDER WORSE PILE-UPS ON THE FOOTBALL FIELD.

THE ROSE SEEMS TO HAVE VANISHED DURING THE CONFUSION...ALONG WITH MOST OF HIS MEN!

LISTEN, TONY, WE GOTTA TALK...

YEAH...ABOUT A LOT OF THINGS.

BUT, WHAT ARE WE GOING TO DO ABOUT THE ROSE? HE'LL NEVER LEAVE YOU ALONE. YOU MUST KNOW THAT!

DON'T WORRY. THERE'S ONE WAY TO GET HIM OFF OUR BACKS...

...ONLY ONE WAY.

22

EARLY THE NEXT MORNING...

SCANDAL

NESTERS QUITS.

Photo by Peter Parker

Mammoths Quarterback Ray Nesters, accompanied by his younger brother, surrenders to authorities on the steps of Manhattan Criminal Courthouse Building.

Confesses Ties To Organized Crime

Coach, Teammates Express Shock! Playoff Hopes Dim

an exclusive by Wendy Thorton

New York Mammoths Coach James Albertson expressed shock and dismay today, when informed that his star quarterback, Ray Nesters, had voluntarily surrendered himself to police officials early this morning, revealing ties to organized gambling syndicates which reached as far back as [illegible] football play-

ter's startling revelations, Coach Albertson had this to say. "I've known Ray Nesters for over seven years. I have a great deal of respect for the man, both as an athlete and as a human being. I intend to stand beside him in this time of trying times."

Ray Nesters is scheduled to meet the Mammoths' starting quarterback in round one of League

Suspended By League

By Ben Urich

The officials of the National Football League reacted quickly and decisively this morning, when they learned of Ray Nesters's long association with organized crime. Effective immediately, Ray Nesters has been suspended without pay, pending a full investigation by the League. Nesters will not be permitted to play in this Sunday's game with the Cardinals, and league

Austin Refuses Job.

did, however, say that an emergency meeting has been scheduled with team reserve Stra-

NICE STORY, WENDY.

YOU MADE PAGE THREE.

IT WASN'T THE INTERVIEW I'D PLANNED ON--BUT YOU WON'T HEAR ME COMPLAINING!

I STILL CAN'T BELIEVE THAT A MAN LIKE RAY NESTERS COULD BETRAY THE SPORT LIKE THAT, THOUGH.

IT'S A REAL SHAME! THE MAN HAD SO MUCH TALENT, SO MUCH POTENTIAL.

...HOW COULD HE-- HOW COULD *ANYONE*-- FLUSH AWAY HIS FUTURE LIKE THAT?!

WHEN YOU THINK OF ALL THE SACRIFICES HE MUST HAVE MADE OVER THE YEARS, YOU REALLY HAVE TO WONDER...

WHAT A WASTE OF A PERFECTLY GOOD LIFE!

THE END

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

GIVE IT UP, SPIDER-MAN! WHEN *THE BLOB'S* GOT YA--YA STAY GOT!!

MILGROM

IF IT WASN'T FOR BAD LUCK...

PRESENTED by: Stan Lee

WRITTEN AND DRAWN BY
AL MILGROM
EMBELLISHED BY
JIM MOONEY
LETTERED BY
DIANA ALBERS
COLORED BY
GLYNIS WEIN
EDITED BY
DANNY FINGEROTH
EDITOR IN CHIEF
JIM SHOOTER

YOU COME OUT OF NO-WHERE, WEARING A COSTUME I'VE NEVER SEEN--!

SO IT'S GOT A SPIDER SYMBOL ON IT. THAT DOESN'T MEAN ANYTHING--ANYBODY COULD WEAR ONE.

HOW DO I KNOW YOU'RE REALLY MY SPIDER, THE MAN I LOVE?

WELL, FOR ONE THING, HOW MANY GUYS DO YOU KNOW--

--WHO CAN DO THIS--?

--OR THIS--?

--OR...

...THIS?!

WHULP! Y-YOU CAUGHT ME!

THAT WAS THE IDEA, WASN'T IT BEAUTIFUL?

HAVE THE BAD LUCK POWERS THE KINGPIN GAVE ME*FAILED ALREADY? HOW ELSE COULD SPIDER HAVE GRABBED ME WITH-OUT ANY HARM BEFALLING HIM...

*IN ISSUE #89--DANNY.

...UNLESS SOMEHOW THE POWER ONLY WORKS WHEN THE PERSON OR THING TRYING TO CATCH ME MEANS ME HARM. IT'S SO CONFUSING... I-I DON'T REALLY UNDERSTAND IT.

EARTH TO CAT! YOU *DID* RIDE ALL THE WAY INTO THE CITY WITH ME ON TOP OF THAT LONG ISLAND RAILROAD TRAIN.

I DIDN'T HEAR ANY DOUBTS THEN.

HA! NO, THAT'S TRUE. BUT SITTING ON THE ROOF OF A TRAIN YOU DON'T HEAR MUCH OF ANYTHING.

NOW TELL ME AGAIN EXACTLY WHERE YOU'VE BEEN AND HOW YOU GOT THAT SUPER-SEXY NEW COSTUME.

WELL...LIKE I SAID, ME AND A BUNCH OF OTHER LONG UNDERWEAR TYPES GOT SUCKED INTO A WEIRD DEVICE IN THE MIDDLE OF THE SHEEP MEADOW. IT TRANSPORTED US TO ANOTHER DIMENSION.

WHAT HAPPENED TO US THERE WAS SO FANTASTIC, I HESITATE TO EVEN REPEAT IT.

BUT I WILL SAY THIS MUCH, THE FATE OF THE UNIVERSE HUNG IN THE BALANCE. LUCKILY, OUR SIDE WON.*

*SEE *MARVEL SUPER HEROES SECRET WARS* ON SALE NOW--DANNY.

I ALSO PICKED UP THIS SNAZZY NEW SET OF THREADS.

I GUESS I REALLY DON'T NEED TO TELL HER ALL OF THE DETAILS--

--LIKE HOW I BROUGHT DR. CURT CONNERS, A.K.A. THE *LIZARD*, BACK WITH ME.

ANYWAY, I WAS SO THRILLED TO BE BACK ON TERRA FIRMA, I LITERALLY JUMPED FOR JOY.*

YA-YA-*HOO!*

POLICE

*FOR FULL DETAILS SEE *AMAZING SPIDER-MAN #252*--DANNY.

BUT THEN I GOT TO THINKING. THE WHOLE BALL OF WAX COULD HAVE GONE PFFFT! NO ONE WOULD HAVE EVEN KNOWN WHAT HIT THEM.

IT'S LIKE ANY DAY YOU COULD WALK OUT ON THE STREET AND GET RUN OVER BY A TRUCK.

THAT'S WHEN I REALIZED I HAD NO RIGHT TO TELL YOU HOW TO LIVE YOUR LIFE... TO FORBID YOU TO JOIN ME IN THE DANGEROUS PARTS OF MY LIFE AS SPIDER-MAN.

I GUESS WHAT I'M SAYING IS... I LOVE YOU AND I RESPECT YOUR RIGHT TO RISK YOUR LIFE IF YOU WANT TO...

3

I DON'T HAVE TO *LIKE* IT THOUGH!
NO... YOU DON'T HAVE TO LIKE IT.
BUT I'M SO GLAD YOU CAME TO THAT DECISION.
THERE'S NOWHERE I'D RATHER BE THAN OUT PROWLING THE NIGHT WITH YOU, MY SPIDER.
AND I KNOW WE'LL BE GREAT TOGETHER.
I HOPE SO, CAT. I REALLY DO.
NOW I'D LIKE TO SHOW YOU JUST HOW MUCH I MISSED YOU WHILE YOU WERE GONE FOR A WHOLE WEEK.
BUT I CAN'T FIND THE SEAM IN THIS NEW MASK OF YOURS.
THAT'S BECAUSE--
--THERE ISN'T ONE.
GASP! HOW DOES IT *DO* THAT?
BEATS ME. THOSE EXTRA-DIMENSIONAL TAILORS NEVER GIVE AWAY TRADE SECRETS.
SURE COMES IN HANDY, THOUGH.
IT'S SO MUCH MORE CONVENIENT FOR KISSING... AND EATING...
...AND ALL *KINDS* OF STUFF.
I'LL SAY--MMMF!
LET US TAKE A DISCREET LEAVE OF OUR REUNITED LOVERS NOW...
4

...AND SHIFT OUR ATTENTION TO THE FOLLOWING AFTERNOON-- A FEW BLOCKS UPTOWN, TO MADISON SQUARE GARDEN WHERE A PONDEROUS FIGURE MAKES HIS WAY TOWARDS THAT FAR-FAMED ARENA.

SCOTCH

MADISON SQUARE GARD

HEY, YOU! WHICH WAY TO THE MAIN TENT?

CIRCUS CLOSED

BEAT IT, YA RUBE! CAN'T YA READ? THE CIRCUS IS CLOSED. YA CAN'T GO IN THERE!

AND ARE *YOU* GONNA STOP ME?

UNNH! OH, I-IT'S YOU. SORRY, I DIDN'T KNOW.

WHERE'S GUNTHER?

TH-THERE! INSIDE THE MAIN TENT! NOBODY'S BEEN ABLE TO GET NEAR IT FOR DAYS.

YEH? WELL I AIN'T NOBODY!

WHEN I DON'T WANT TO BE MOVED, NUTHIN' CAN MOVE ME!

AND WHEN I DON'T WANT TO BE STOPPED--

--THERE'S HARDLY A BLESSED THING ON THE FACE OF THIS EARTH THAT CAN STOP--

5

--THE BLOB!

GUNTHER... UNUS... WHAT'S GOIN' ON?! IT'S TAKIN' ALL MY POWER JUST TO MOVE FORWARD.

FRED... MY FRIEND. YOU'VE COME.

WE... THOUGHT MY POWER WAS GONE--SMASHED BY THE HULK*... WE WERE WRONG. IT CAME BACK STRONGER THAN EVER.

I LOST ALL CONTROL OVER IT. I CAN'T EVEN MAINTAIN MY FOOTING ON SOLID GROUND.

AND YOUR POWER TO PROPEL THINGS FROM YOUR BODY IS EVEN KEEPING THE WHOLE MAIN TENT SUPPORTED.

*AS RECOUNTED IN MARVEL FANFARE # 7 --DANNY.

THAT'S NOT... THE WORST OF IT. I HAVEN'T ...EATEN IN DAYS. NO ONE CAN GET ANY FOOD TO ME. AND I... CAN'T SEEM TO CATCH MY BREATH.

THE BLOB'S FLESH RIPPLES AND TREMBLES AS HE FORCES HIS MASSIVE BODY YET CLOSER TO UNUS'S LEVITATING FORM.

BUT TO WHAT AVAIL?

I BEEN HANGIN' OUT WITH THE BROTHERHOOD OF EVIL MUTANTS, FIGHTIN' THE X-MEN AGAIN.

SOON'S I HEARD YOU WAS IN TROUBLE I HOTFOOTED IT RIGHT OVER HERE. YOU'RE MY PAL, THE ONLY GUY WHO NEVER LOOKED AT ME LIKE A FREAK.

I'LL HELP YOU SOMEHOW, GUNTHER.

6

FRED... I AK...

NO! HE CAN'T BREATHE!

HIS FORCE FIELD'S DOWN!

HE--HE'S FALLIN'!

SPEAK TO ME, GUNTHER! SAY YOU'RE OKAY!

GUNTHER--?

GOOD LORD, LOOK!

THE MAIN TENT'S COMING DOWN!

NOOOOOOOOOOOOOO!

STAND CLEAR!

NO! HE'S DEAD! MY ONLY FRIEND IN THE WORLD!

THEY TOOK HIM FROM ME!

"FRED J. DUKES HAS A FRIEND-- LET'S KILL HIM!" THAT'S WHAT THEY SAID!

I'LL MAKE THEM PAY! *ALL* OF THEM!

AND SO, BLINDED BY THE PAIN OF HIS GRIEF, THE BLOB LURCHES OUT INTO THE NIGHT VOWING TO MAKE OTHERS KNOW LIKE PAIN!

7

WHILE NEARBY, THE RAYS OF THE SETTING SUN...

USI

...FILTERING THROUGH THE SLATS OF A HALF-DRAWN VENETIAN BLIND, HELP ROUSE A CERTAIN PETER PARKER, BETTER KNOWN AS THE SPECTACULAR SPIDER-MAN!

YAWN! I DON'T KNOW WHICH TIRED ME OUT MORE, SAVING THE UNIVERSE--

--OR SPENDING AN EVENING MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT.

LOOKS LIKE I MANAGED TO SLEEP THE DAY AWAY.

I'D BETTER GET DRESSED AND GET OUT OF HERE. I'VE GOT A WHOLE LOST WEEK TO MAKE UP FOR.

HERE COMES MY COSTUME *FLOWING* ACROSS THE FLOOR TOWARDS ME.

I WONDER IF I'LL EVER GET USED TO THE WAY IT SEEMS TO OBEY MY VERY THOUGHTS--

--TURNS INTO STREET CLOTHES WHEN I NEED 'EM, OR MY SPIDEY SUIT WHEN *THAT'S* CALLED FOR.

IF I COULD TEACH IT TO SHAVE ME I'D REALLY HAVE A GOOD THING GOING!

PARKER!

MRS. MUGGINS. HOW'S NEW YORK'S FINEST LANDLADY DOING THIS EVENING?

DON'T TRY TO SWEET TALK ME! YOUR RENT'S OVERDUE BY A WEEK! PLUS, I SAW THAT WEIRD CHICKIE OF YOURS SNEAKIN' OUT OF YOUR APARTMENT THE OTHER NIGHT!

YOU KNOW, THE ONE WITH THE MASK AND THE BLACK SILK LONG JOHNS.

THE BLACK CAT--HERE?!

I RUN A CLEAN HOUSE HERE, PARKER. I DON'T WANT NONE OF THAT KINKY STUFF GOING ON! AND I WANT MY RENT. PRONTO!

YES, MA'AM!

8

NOW WHAT ON EARTH WAS THE CAT DOING AT MY APARTMENT? AND HOW COULD SHE HAVE BEEN SO CLUMSY AS TO LET MRS. MUGGINS SEE HER? I'M GOING TO HAVE TO HAVE A TALK WITH THAT GIRL.

BUT MORE IMPORTANTLY, I'VE GOT TO EARN SOME MONEY!

CUISINE

WHEN FREELANCERS TAKE A WEEK OFF FROM WORK TO SAVE THE UNIVERSE, NOBODY PAYS THEIR BILLS FOR THEM.

LIKE I ALWAYS SAY: "WITH GREAT RESPONSIBILITY COMES GREAT INDEBTEDNESS."

AND SOON, IN MIDTOWN...

DAILY BUGLE

I'LL JUST DROP BY THE BUGLE TO SEE IF ROBBIE'S GOT ANY PHOTO ASSIGNMENTS FOR ME. AH, HERE WE ARE NOW.

HELLO! ANYONE HERE SEE JOE ROBERTSON AROUND?

HEY, LOOK WHO JUST BREEZED IN.

PETER PARKER, PHOTOGRAPHER TO THE STARS!

SAY, PARKER, HOW LONG YOU BEEN STRINGING ALONG THAT BLACK CAT CUTIE?

BLACK CAT--?

SHE CAME BY LOOKING FOR YOU, PETER. I NEVER KNEW YOU KEPT SUCH GLAMOROUS COMPANY BEFORE.

IF SPIDER-MAN FINDS OUT YOU'RE TRYING TO BEAT HIS TIME, YOU COULD BE IN TROUBLE, PARKER.

ER... YEAH, WELL, I'LL TRY TO KEEP A LOW PROFILE.

FINALLY...

YES, PETER, MR. ROBERTSON IS STILL IN BUT HE'S TRYING TO PUT THE LATE EDITION TO BED. HAVE A SEAT AND HE'LL CALL YOU WHEN HE'S FREE.

THANKS, BETTY.

TIME PASSES...

...SLOWLY...

UNTIL...

PETE. SORRY TO HAVE KEPT YOU. I WAS JUST FINALIZING THE FRONT PAGE FOR THE LATE EDITION.

THAT'S OKAY, JOE. NOW THAT YOU'RE EDITOR IN CHIEF, I'M SURE YOU'VE GOT RESPONSIBILITIES OUT THE WAZOO!

THAT'S FOR SURE. NOW, WHAT CAN I DO FOR YOU, PETE?

WELL, I WAS HOPING YOU MIGHT HAVE AN ASSIGNMENT FOR ME.

I'M AFRAID NOT. I HELD JOBS FOR YOU FOR DAYS, BUT YOU WERE NOWHERE TO BE FOUND. FINALLY, I I HAD TO GIVE THEM TO OTHER PHOTOGRAPHERS.

YOU JUST DISAPPEARED OFF THE FACE OF THE EARTH, PETER. YOU WERE LUCKY THE SPORTS DEPARTMENT HAD THAT FOOTBALL ASSIGNMENT LYING AROUND THE OTHER DAY.*

*SEE AMAZING SPIDER-MAN #253, ON SALE NOW--DANNY.

BUT FREELANCERS HAVE TO BE ACCESSIBLE, OR WHAT USE ARE THEY?

I- I KNOW, ROBBIE. BUT IT COULDN'T BE HELPED... REALLY! AND I'M IN A BIND FOR MONEY RIGHT NOW.

UH-HUH! WELL, LOOK, PETER, I'M VERY BUSY RIGHT NOW. BUT IF ANYTHING COMES UP I'LL CALL YOU... IF I CAN REACH YOU!

THANKS LOADS!

LATER, BACK AT HIS CHELSEA APARTMENT...

MAN, IT'S NOT LIKE ROBBIE TO BE THAT COLD. I WONDER IF HIS PROMOTION IS GOING TO HIS HEAD.

AW... BE FAIR TO THE MAN, PARKER. HE'S GOT A LOT OF ADDED RESPONSIBILITY AND PRESSURE ON HIM. HE'LL STRAIGHTEN OUT.

10

BESIDES, HOW WAS HE TO KNOW I WAS ONE OF THE MISSING SUPER HEROES?

BUT I'VE GOT OTHER PROBLEMS... LIKE AUNT MAY'S BEING TOTALLY FREAKED OUT WHEN I TOLD HER I HAD DROPPED OUT OF SCHOOL.* I'D BETTER GIVE HER A CALL.

*ASM #253--D

SHE WAS SO ANGRY AT ME...BUT I'M SURE SHE'S GOTTEN OVER IT BY NOW.

HELLO! NATE... THAT YOU? I'D LIKE TO SPEAK TO MY AUNT, PLEASE.

NATHAN, THE PHONE IS RINGING. CAN YOU GET--OH...

PETER! GOOD TO HEAR FROM YOU, LAD!

IS YOUR AUNT IN--?

ABSOLUTELY NOT!

ER... SORRY, NO. SHE'S OUT.. ER... SHOPPING.

I...SEE. YEAH. GOODBYE.

BLAST!

K-CHING

I HEARD AUNT MAY TALKING IN THE BACKGROUND. I CAN'T BELIEVE SHE'S BEING SO ***STUBBORN*** ABOUT THIS.

I KNOW MY EDUCATION MEANT A LOT TO HER, BUT...

NOK

NOK

EH--? SOMEONE AT THE DOOR.

WHY--FLASH THOMPSON!

HI, PETE. HOPE YOU DON'T MIND MY COMING BY THIS LATE.

NOT AT ALL. I COULD USE SOME COMPANY ABOUT NOW. THINGS HAVE BEEN GOING A LITTLE ROUGH FOR ME TODAY.

TELL ME ABOUT IT. MY LIFE HAS NEVER BEEN SO FOULED UP. I'VE JUST GOTTA TALK TO SOMEBODY ABOUT IT, AND I DIDN'T HAVE ANYONE ELSE TO TURN TO.

BUT WHAT ABOUT YOUR GIRLFRIEND, SHA SHAN?

SHE'S THE PROBLEM. WELL, PART OF IT, ANYWAY.

AFTER THAT CRAZY ADVENTURE THAT BROUGHT HER OVER HERE FROM VIET NAM, SHE AND I STARTED DATING... THEN WE GOT MORE AND MORE SERIOUS -- SPENDING ALL OUR TIME TOGETHER...

EVERYTHING WAS FINE AT FIRST. BUT THEN SHE BEGAN CHANGING.

SHE USED TO BE THE IDEAL WOMAN: SWEET, LOVING, SUPPORTIVE. BUT SHE STARTED TAKING THOSE ADULT EDUCATION CLASSES AND GETTING OUT ON HER OWN...

SOMETHING'S HAPPENED TO US... I DON'T SEEM TO RATE ANYMORE!

BUT DON'T YOU SEE, FLASH? SHE'S JUST... GROWING. SHE CAME FROM A CULTURE WHERE WOMEN ARE MUCH MORE REPRESSED. NATURALLY, WHEN SHE MOVED TO THIS COUNTRY...

I-I SUPPOSE. BUT I DON'T LIKE IT. AND THIS WHOLE THING ABOUT ME BEING OUT IN THE "REAL WORLD" GETS TO ME.

BACK IN HIGH SCHOOL I WAS HOT STUFF. CAPTAIN OF THE FOOTBALL TEAM-- B. M. O. C. * EVEN AFTER THAT, WHEN I WAS IN THE ARMY AND IN COLLEGE FOR A WHILE, THINGS WEREN'T TOO BAD.

*BIG MAN ON CAMPUS -- DANNY.

BUT NOW, IT'S LIKE NOBODY KNOWS WHO I AM... OR CARES.

YOU WERE ALWAYS SORT OF AN OUTCAST IN HIGH SCHOOL, BUT YOU SEEM TO BE DOING OKAY NOW. WHAT'S THE SECRET?

THERE'S NO SECRET, FLASH, YOU JUST HAVE TO...

GOOD GRIEF! AT MY WINDOW. THE BLACK CAT! CAN'T LET FLASH SEE HER!

ER... LOOK, FLASH, I JUST REMEMBERED AN URGENT APPOINTMENT. WE'LL CONTINUE THIS TALK LATER, OKAY?

HUH--? BUT I--

12

REALLY, FLASH, I'LL CALL YOU. I'M SORRY ABOUT THIS. BUT I'VE *GOT* TO GO!

YEAH! SURE! I GET IT.

I GET IT ALL RIGHT, PARKER. YOU LET ME BELIEVE YOU'RE MY FRIEND, LET ME SPILL MY GUTS OUT TO YOU, THEN GIVE ME THE BUM'S RUSH.

SLAM!

I'LL BET YOU'RE LAUGHING UP YOUR SLEEVE AT ME RIGHT NOW. I THOUGHT YOU WERE A CREEP BACK IN HIGH SCHOOL, AND ONCE A CREEP, ALWAYS A CREEP.

BUT I'LL SHOW YOU! AND SHA SHAN, TOO! I'LL SHOW YOU ALL!

WHILE BACK WITHIN PETER'S APARTMENT...

GET IN OFF THAT LEDGE! WHAT THE DEVIL ARE YOU TRYING TO DO, CAT?

IF YOU'RE THAT DETERMINED TO TELL THE WORLD THERE'S A CONNECTION BETWEEN YOU AND PETER PARKER, WHY NOT JUST PUT UP A BILLBOARD ON THE SIDE OF THE BUILDING?!

WELL THERE REALLY ISN'T ANY CONNECTION BETWEEN ME AND THAT PARKER PERSON. IT'S MY SPIDER I'M INTERESTED IN.

C'MON CAT. I *AM* SPIDER-MA--

SHHH! I HAD A GOOD REASON FOR COMING BY! THERE'S AN EMERGENCY! IT CAN'T WAIT. YOU *MUST* CHANGE TO SPIDER-MAN.

SHE MEANS IT! OKAY, THEN, I FELT TERRIBLE HAVING TO THROW FLASH OUT, BUT I GUESS HIS PROBLEMS WILL HAVE TO WAIT.

GASP

YOU WANT SPIDER-MAN? YOU GOT HIM! COURTESY OF MY NEW, CONVERTIBLE SPIDEY DUDS!

MOMENTARILY, AS THE DARK-CLAD DUO EXITS FROM THE SKYLIGHT ATOP PETER PARKER'S APARTMENT...

NOW, WHAT'S THIS EMERGENCY?

HE'S NOT FAR FROM HERE! A MAN, LIKE I'VE NEVER SEEN BEFORE. HE'S ON A RAMPAGE!

13

AND THERE HE IS!

THE BLOB! I'VE HEARD OF HIM. FOUGHT THE X-MEN A COUPLE OF TIMES. BUT THERE SEEMS TO BE NO PURPOSE IN HIS RAMPAGE. HE'S JUST GOING BERSERK!

CAT, I'M GOING TO TACKLE HIM. YOU STAY HERE.

B-BUT I BROUGHT YOU HERE SO I COULD SHOW YOU HOW WELL WE CAN WORK *TOGETHER!*

AND PART OF TEAMWORK IS HAVING A BACK-UP WHEN YOU NEED ONE! I LEARNED THAT WHEN I HELPED OUT THE AVENGERS RECENTLY.

I'M NOT JUST TRYING TO PROTECT YOU, I NEED YOU HERE IN CASE I GET INTO TROUBLE. MEANWHILE, TAKE THIS.

YOUR CAMERA?!

YEP! I'M A FREELANCE PHOTOGRAPHER, REMEMBER? AND A STARVING ONE AT THAT! SOME ACTION SNAP-SHOTS OF SPIDER-MAN IN HIS NEW COSTUME OUGHT TO BE WORTH SOMETHING!

BESIDES, IT'LL BE NICE TO HAVE SOME PICS THAT AREN'T ALL SHOT FROM THE SAME PLACE, LIKE THEY ARE WHEN I WEB MY CAMERA TO A WALL.

BE SURE AND GET MY BEST SIDE NOW, SWEETHEART!

GERONIMO!

14

SPLUBP

"SPLUBP"? WHAT KIND OF SOUND IS THAT? USUALLY WHEN I HIT A BADDIE I HEAR "POW" OR "BRAKT"... BUT "SPLUBP"? SHEESH.

ALWAYS PICKIN' ON ME! LOST MY BUDDY AND NOW ANOTHER ONE'A YOU HERO TYPES IS PICKIN' ON ME.

YOU NEVER COULD'A KNOCKED ME DOWN IF I'D *PLANTED* MYSELF! BUT I WAS FEELIN' SO BAD --WASN'T PAYIN' ATTENTION.

I DON'T KNOW WHAT YOU'RE MOANING ABOUT, SLIM, BUT YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS HERE TO SEE YOU DON'T GO TEARING UP THE CITY ANYMORE.

SAY, DID ANYONE EVER TELL YOU YOU'VE GOT A BAAAAD CELLULITE PROBLEM?!

KEEP MAKIN' WITH THE JOKES, RUBE.

BUT MEANWHILE, THE BLOB'S GOT YA!

MY ARM--IT'S STUCK! GOTTA PULL IT LOOSE!

HA! ONCE YOU SUNK YOUR FIST INTO MY PROTECTIVE LAYERS OF FAT, IT WAS EASY FOR ME TO TIGHTEN UP MY MUSCLES AND HOLD YOU!

TH-THIS IS EMBARRASSING! I FEEL LIKE I'M LOSING A FIGHT WITH THE PILLSBURY DOUGH-BOY!

15

MEANWHILE, OBSERVING THE BATTLE FROM AN UNOBTRUSIVE VANTAGE POINT, A FIGURE LURKS IN THE SHADOWS...

AH, I HAD HOPED TO GET A CHANCE TO OBSERVE SPIDER-MAN IN ACTION BEFORE I, MYSELF, FACE HIM!

U.S. MAIL

IF HE SURVIVES *THIS* ENCOUNTER, I SHOULD GLEAN ALL THE INFORMATION I NEED ABOUT HIS POWERS AND HIS NEW COSTUME.

THEN, WHEN I CONFRONT HIM, HE WILL BE HELPLESS, POWERLESS TO DEFEAT ME!

LET US HOPE, THEN, THAT HE DOES SURVIVE THE FIGHT WITH HIS ROTUND FOE, SO THAT *I* MAY BE THE ONE TO HUMBLE HIM.

STRUGGLE ALL YOU WANT, TWERP. WHEN THE BLOB'S GOT YOU, YOU STAY GOT!

LOOK, PAL-- LIKE THE BAKER SAID TO THE INSTANT BREAD: I DON'T *KNEAD* THIS!

YOK IT UP WHILE YOU CAN, SPIDER-MAN!

BUT YOU'RE MESSIN' WITH A GUY WHO NEARLY FOUGHT THE HULK TO A STANDSTILL!

I'LL BREAK YOU LIKE A TWIG!

16

AS THE BLOB FORCES THE WALL CRAWLER BACK... EVER BACK... THERE IS ONE **OTHER** ROOFTOP OBSERVER WHO IS CONCERNED WITH THE OUTCOME...

NO! THAT FAT CREEP IS TORTURING MY SPIDER! I'LL DITCH THIS CAMERA...

...AND HELP MY LOVER OUT!

SURPRISE, CHUNK-STYLE! SPIDER-MAN ISN'T TRAVELING ALONE THESE DAYS!

WHA-?!

CAT--NO! HE'S TOO DANGEROUS!

DON'T WORRY, LOVER! I'VE GOT A GOOD GRIP ON HIM!

IN A MINUTE HE'LL BE OUT COLD, CHOKING FROM MY ROPE!

=GAK!=

HUH?

NICE TRY, CHICKIE, BUT IT WON'T WASH!

17

MY MUTANT POWERS MAKE IT ALMOST IMPOSSIBLE FOR ME TO BE HURT! I CAN BARELY FEEL THAT LITTLE THREAD OF YOURS!

BUT JUST WAIT TILL I GET MY HANDS ON YOU!

CAT, BEAT IT! NOW!

I'M GONE!

OOF!

BAD LUCK! I WASN'T PLANTED SO I LOST MY BALANCE!

BAD LUCK, ALL RIGHT-- CAUSED BY ME!

YOU GUYS'LL PAY FOR THIS! JUST LIKE I'M GONNA MAKE EVERYBODY PAY!

OKAY, CAT. THANKS FOR BAILING ME OUT! I'LL HANDLE THINGS FROM HERE!

WHAT? BUT I--

HEY!

NO TIME TO DISCUSS IT!

PWIP

MOVING WITH A SPEED WHICH IS PRETTY MUCH WHAT ONE WOULD EXPECT FROM SOMEONE OF HIS BULK, THE BLOB LURCHES TOWARDS SPIDEY...

...WHO DODGES EASILY.

39 W

BUT...

YOU DON'T GET AWAY THAT EASY! I'LL SMASH YOU LIKE THE BUG YOU ARE!

SPIDER!

I'LL SAVE YOU!

ARE YOU GETTIN' ON MY BACK AGAIN? NOW THAT I'M RID OF YOUR BOYFRIEND, I'LL SCRAPE YOU OFF... FOR GOOD!

18

SKRASH

BY TRYING TO HURT *ME*, THE BLOB WILL CAUSE BAD LUCK TO BEFALL *HIMSELF* AGAIN. BUT WHAT WILL IT BE--?

LOOK OUT!

ARRGHH! SCALDING HOT SOUP, SPILLING ALL OVER ME!

HEY, HENRI, IS THAT SOUP READY YET? THE--YOW!

MY MASTERPIECE ...SHE IS RUIN! QUEL DOMAGE!

ALL RIGHT, CHILDREN, IT TAKES MORE THAN A LITTLE HOT SOUP TO SLOW DOWN THE BLOB! NOW I'M GONNA GRIND YOU INTO THE MAIN COURSE.

SHEESH! WHAT DOES IT TAKE TO STOP THIS GUY? HE MAY LOOK LIKE A REFUGEE FROM WEIGHT WATCHERS, BUT HE'S NEARLY AS UNBEATABLE AS THE JUGGERNAUT!

DON'T WORRY, SPIDER, I WON'T LET HIM HURT YOU!

YEAH?! WHAT'RE YA GONNA DO TO SAVE YOURSELF, SWEETS? ONCE I GET A HOLD OF YOU, I'M GONNA MAKE YOU WISH YOU'D NEVER BEEN--

BORRRRR

KRUMMMP

I CAN'T BELIEVE IT! THE ASPHALT JUST GAVE WAY BENEATH ME!

MY LUCK'S GOIN' FROM BAD TO WORSE!

THAT'LL TEACH YOU TO CROSS THE BLACK CAT'S PATH!

REALLY! WITH YOUR LOOKS AND SUCH ANTI-SOCIAL BEHAVIOR HOW DO YOU EXPECT TO MAKE ANY FRIENDS, BLOBBY?

FRIENDS? I--I HAD A FRIEND!

WATCH IT, CAT! HE'S HAULING HIMSELF OUT!

HERE HE COMES AGAIN! GET READY!

HE WAS MY ONLY FRIEND IN THE WHOLE WORLD, AND NOW...

20

...NOW HE'S DEAD!

NO... NO MORE FIGHTIN'!

WH-?! CAN YOU BELIEVE IT?

HE'S PASSING US RIGHT BY-- AS IF ALL THE FIGHT'S GONE OUT OF HIM!

TOW AWAY ZONE

Genuine SWISS ARMY KNIVES

Cola 8:27

POPEYES

007 NEVER SAY N AGAIN

Victoria Un Principe XXX

UNICORN VALOU

WHAT IS HE MUMBLING ABOUT? SOME FRIEND OF HIS DIED?

I GUESS SO. IT LOOKS LIKE HE JUST WENT OUT OF CONTROL BECAUSE HE WAS GRIEF-STRICKEN.

GEE--I--I ALMOST FEEL SORRY FOR THE POOR SLOB.

N-NO MORE FIGHTING! I'M TIRED OF FIGHTING. SO TIRED -- I...

I JUST WANT TO BE LEFT ALONE... ALONE...

I'M ALL ALONE NOW. SO ALONE...

HOONNK

TOOT

BEEP

HEY, FATSO, MOVE IT! YOU'RE BLOCKING PROGRESS!

21

I JUST REALIZED WE FOUGHT OUR WAY UPTOWN RIGHT INTO TIMES SQUARE!

RMS OF ARMENT

AND THE BLOB'S PLUNKED HIMSELF DOWN IN THE MIDDLE OF THE INTERSECTION OF BROADWAY AND 42nd STREET!

AND JUST IN TIME FOR THE MORNING RUSH HOUR, TOO!

TAXI

WELL, CAT, YOU REALLY HANDLED YOURSELF GREAT OUT THERE. YOU DID BETTER AGAINST THE BLOB THAN I DID!

I GUESS I *WAS* BEING OVER-PROTECTIVE TRYING TO KEEP YOU OUT OF THE ACTION. FORGIVE ME?

WELL, UH...

SURE! I TOLD YOU I WOULDN'T BE A HINDRANCE TO YOU, SPIDER.

MAYBE I SHOULD *TELL* HIM ABOUT MY NEW POWERS. BUT HOW WOULD HE REACT?

WHAT WOULD HE THINK IF HE LEARNED THAT I STRUCK A BARGAIN WITH HIS ARCH-FOE, THE KINGPIN, IN ORDER TO GAIN THOSE POWERS?

IT FIGURES I'D FIND YOU TWO INVOLVED WITH THIS.

CAPTAIN DeWOLFF!

THAT *IS* YOU IN THE NEW COSTUME I HEARD ABOUT, ISN'T IT, SPIDER-MAN?

YEP!

HOW'S MY FAVORITE POLICE OFFICER THIS MORNING?

CUT THE SMALL TALK, SPIDER-MAN! WE GOT THE REPORT ABOUT THE BLOB TEARING UP THE NEIGHBORHOOD BUT-- I SEE YOU TWO HAVE TAKEN ALL THE FIGHT OUT OF HIM!

RIGHT, GLAD TO BE OF SERVICE TO NEW YORK'S FINEST, CAP--

NEVER MIND THAT!

HE'S CAUSING TRAFFIC TIE-UPS AND GRIDLOCKS ALL OVER THE CITY. OUR PROBLEM NOW IS HOW TO GET HIM TO MOVE!

UH-UH! *YOUR* PROBLEM, CAPTAIN! WE STOPPED HIS DESTRUCTIVE RAMPAGE... TRAFFIC PROBLEMS WE LEAVE TO THE POLICE! TA-TA!

BU-BUT--! WAIT! COME BACK HERE! I--AH NUTS!

AND AS THE POLICE TRY TO DETERMINE A WAY TO MOVE A MAN WHO CANNOT BE MOVED, NEW YORK CITY SUFFERS FROM THE WORST CASE OF TRAFFIC CONGESTION IN ITS HISTORY...

HONK HONK HONK

MOVE IT OR LOSE IT!

=SOB=

BEEP

I'D HATE TO BE WAITING FOR AN AMBULANCE

WHAT'S THE HOLD UP?

PULL OVER!

NEW YORK NEW YORK--

NO, *YOU* PULL OVER!

HONK

BLEET

#$%*!! TRAFFIC!

BE HERE AS SPIDEY AND THE BLACK CAT FACE A MYSTERIOUS NEW FOE:

NEXT ▶ THE ANSWER!

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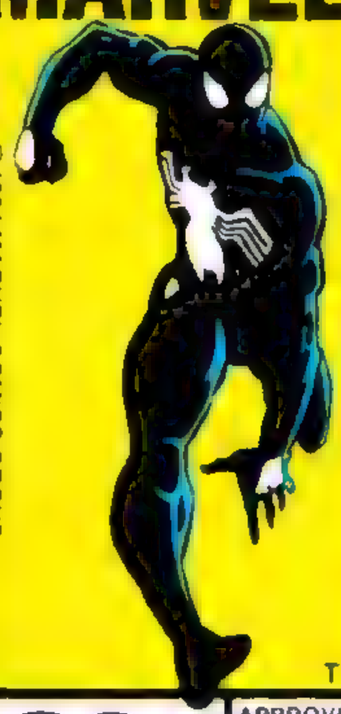

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the AMAZING SPIDER-MAN®

BACK OFF, WALL-CRAWLER! THE BATTLE VAN IS *MINE!*

NO! NOT... *YOU!*

LEONARDI & RUBINSTEIN

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

WITH GREAT POWER...

AT LAST! THE CITY'S FINALLY GOTTEN AROUND TO HAULING THE *HOBGOBLIN'S* BATTLE WAGON OUT OF THE HUDSON.

IT'S ABOUT TIME. THAT THING CRASHED INTO THE RIVER WEEKS AGO.*

TOM DEFALCO -- *WRITER*
RICK LEONARDI -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

NYPD

NY

*SEE ISSUE #251 --DANNY.

BUT IT SEEMS LIKE ONLY YESTERDAY TO ME...

"I HAD FINALLY TRACKED THE HOBGOBLIN TO HIS SECRET HEADQUARTERS.

"WHEN HE TRIED TO ESCAPE, I HITCHED A RIDE ON HIS BATTLE VAN...

"AS SOON AS I ENTERED IT, HE ACTIVATED ITS INCREDIBLE AUTO-GUIDANCE SYSTEM.

"TALK ABOUT YOUR SOPHISTICATED HARDWARE!

"WHILE WE FOUGHT, IT MANAGED TO STEER THE VAN SAFELY THROUGH TRAFFIC--

"--UNTIL WE HAD CROSSED THE ENTIRE CITY, AND RUN OUT OF ROADWAY...

"THE BATTLE WAS TURNING MY WAY...WHEN THE VAN'S AUTO-DESTRUCT SYSTEMS WERE ACTIVATED--

KA-WAM!

"THE HOBGOBLIN AND I WERE SEPARATED IN THE BLAST. AS SOON AS I COULD, I RETURNED TO THE WRECKAGE TO SEARCH FOR HIM.

"THE VAN WAS STILL PRETTY MUCH INTACT--BUT HE WAS NOWHERE TO BE FOUND! HE HAD *VANISHED* --LEAVING ONLY ONE TRACE BEHIND--

"--HIS MASK!"

SO MUCH HAS HAPPENED TO ME SINCE THEN.

HECK I'VE BEEN TO THE OTHER END OF THE UNIVERSE*--

*FOR DETAILS, SEE THE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES --DANNY.

--AND I EVEN HAVE A NEW COSTUME...ONE WHICH OBEYS MY EVERY THOUGHT!

REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS AMAZING COSTUME OPENS A WIDE SEAM TO RECEIVE HIS CAMERA.

2

MOMENTS LATER--

--RESPONDING TO A SECOND COMMAND, THE COSTUME DISGORGES ONE OF HIS MICROELECTRONIC TRACER BUGS...

MAYBE IT'S ONLY PARANOIA ON MY PART--

--BUT I REALLY WANT TO KEEP TABS ON THIS BABY.

AFTER ALL, I SURVIVED THAT UNDERWATER EXPLOSION. MAYBE THE HOBGOBLIN DID, TOO.

IF HE IS ALIVE, HE'LL WANT HIS WHEELS BACK.

THEN, AS SPIDER-MAN WEB-SWINGS AWAY--

--AN ELDERLY JOGGER TAKES SPECIAL NOTE OF THE BATTLE VAN...

LOOKS LIKE THE FLATBED IS FINALLY PULLING OUT.

GOOD. I WAS GETTING TIRED OF RUNNING AROUND THIS STUPID BLOCK.

NOW, I CAN MAKE MY REPORT, AND GO HOME.

THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD, I REPEAT...

...THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD!

3

MEANWHILE...

I'VE GOT TO SEE THE BLACK CAT LATER. I STILL HAVE THE FEELING SHE'S KEEPING SOMETHING FROM ME, BUT WE HAVEN'T HAD A CHANCE TO TALK SINCE WE FOUGHT THE BLOB LAST WEEK!*

I'VE ALSO GOT TO GIVE MY AUNT MAY A CALL!

*SEE SPECTACULAR SPIDER-MAN #91 --DANNY.

SHE'S BEEN REAL UPSET WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL.*

I'VE JUST GOT TO MAKE HER UNDERSTAND WHY I DID IT. SHE MEANS SO MUCH TO ME.

*LAST ISSUE --D.

MOMENTS LATER...

@xx☆#@%! PHONE COMPANY!

HI THERE! I'D LIKE THAT PHONE WHEN YOU'RE DONE.

G-GO R-RIGHT A-AHEAD.

THANKS.

THE BOYS AT MITCHELL'S WILL NEVER BELIEVE THIS ONE.

SOON, IN FOREST HILLS, QUEENS...

RINGGG

I'LL GET IT!

VICTOR PALERMO! WHO APPOINTED YOU "MR. TELEPHONE"? WHY DO YOU ALWAYS HAVE TO ANSWER THAT THING?

BE QUIET, HARRIET! CAN'T YOU SEE I'M ON THE PHONE?!

SOUNDS LIKE THE PALERMOS ARE STILL AT IT!

THEY'VE BEEN ARGUING NON-STOP EVER SINCE THEY MOVED INTO AUNT MAY'S BOARDING HOUSE FOR SENIOR CITIZENS.

HELLO, VICTOR...

THAT *YOU*, PETER?

"YES, IT'S ME. IS MY AUNT HOME?"

OH, DEAR. I HAVE TOO MANY CARDS AGAIN.

THAT'S YOUR FIFTH MISDEAL, MARTHA.

HUSH UP, NATHAN LUBENSKY! *DRAW POKER* IS YOUR GAME. I WANTED TO PLAY *GO FISH*.

I HATE TO INTERRUPT YOU HIGH ROLLERS--

BUT MAY'S NEPHEW IS ON THE PHONE.

P-PETER--?

MAY, PLEASE--! IT'S TIME YOU SPOKE TO THE BOY.

NO, NATHAN. I...I CAN'T.

HE DECIDED TO DROP OUT OF COLLEGE ON HIS OWN...

...AND NOW HE WANTS ME TO FORGIVE HIM FOR THROWING AWAY HIS FUTURE.

WELL, I *WON'T!*

SHE...SHE WON'T EVEN COME TO THE PHONE?!

I... SEE...

MOMENTS LATER...

SHE MUST BE EVEN ANGRIER THAN I THOUGHT. THIS IS THE *SECOND* TIME SHE REFUSED TO SPEAK TO ME!

5

WHAT CAN I DO?!

I WAS RAISED BY MY AUNT MAY--AND I JUST CAN'T STAND IT WHEN THERE'S FRICTION BETWEEN US.

DAILY BUGLE

DAILY BUGLE

DAILY BUGLE

HEY! THAT TRUCK IS PICKING UP ITS DAILY RETURNS.

I'LL JUST HITCH A RIDE.

IT'S GOTTA BE HEADING BACK TO--

"--THE DAILY BUGLE!"

DAILY BUGLE

DAILY BUGLE

SOON, AT THE LOADING DOCKS LOCATED IN THE REAR OF THE FAMOUS BUILDING...

END OF THE LINE!

DAILY BU

THE PIX I TOOK EARLIER AREN'T EXACTLY FRONT PAGE MATERIAL--BUT MAYBE I CAN SELL THEM, ANYWAY...

...IF IT'S BEEN A SLOW NEWS DAY.

UH-OH!

LOOK! IT'S THAT SPIDER-GUY!

HE'S GOT NO BUSINESS HERE!

EXIT

STOP HIM!

YEOW!

SLAMM!

EXIT

WHAT A LEAP!

HE DUCKED INTO THE STAIRWELL!

OPEN UP! LET US IN!

BWAM!

BWAM!

HHM! MAYBE THIS WASN'T SUCH A HOT IDEA. THE CITY ROOM IS ON THE SEVENTEENTH FLOOR. I'VE GOT A LONG HIKE AHEAD OF ME.

A LITTLE WEBBING SHOULD GUARANTEE ME SOME PRIVACY--WHILE MY COSTUME DOES ITS THING. IT CAN ASSUME ANY APPEARANCE I WANT.

6

MEANWHILE...

THE TRUCK IS PASSING CHECKPOINT FOUR.

HOWEVER, IT HAS PICKED UP A POLICE ESCORT.

POLICE

THE BUGLE

DON'T WORRY! I ANTICIPATED THAT EVENTUALITY.

IN FACT...

"...CERTAIN STEPS ARE ALREADY BEING TAKEN...

"...TO *RESOLVE* THAT PROBLEM!"

FWAK!

÷UFFF÷

UNNN!

EASY, KID! WE'VE ALREADY RADIOED FOR AN AMBULANCE.

POLICE

YOU MIGHT AS WELL GO ON WITHOUT US, BERNIE. WE COULD BE TIED UP HERE FOR HOURS.

EVERYTHING WENT ACCORDING TO PLAN. THE TRUCK IS LEAVING ...ALONE.

GOOD. KEEP IT IN SIGHT!

7

SIX CITY-BLOCKS LATER...

IT'S IN POSITION.

KLICK-BIZZIT!

HEY!

THAT LIGHT CHANGED AWFULLY FAST, DIDN'T IT?

FORGET THE STUPID LIGHT, BERNIE--

--AND CHECK OUT THE BABE IN THE NEXT CAR!

OH, MAMA!

ACE

HOW'S IT HAPPENING, SWEET THING?

ACE

GIGGLE

UNNOTICED BY THE TRUCKERS, A CRANE WITH A MAGNETIC HOIST SWINGS OUT FROM A NEARBY CONSTRUCTION SITE...

AND THEN...

WAKE UP, ROMEO.

GREEN LIGHT!

YEAH, YEAH...

...I SEE IT!

VROOM!

AS THE FLATBED SLIPS INTO GEAR, AND ROLLS FORWARD--

--THE STOLEN BATTLE WAGON IS SWUNG INTO THE CONSTRUCTION SITE!

HA! THOSE TWO CLOWNS DON'T EVEN REALIZE THEY'VE BEEN RIPPED OFF!

8

ELSEWHERE, AT THAT PRECISE MOMENT...

HOW DID YOU DO TODAY, PETER?

NOT GOOD, BETTY. I COULDN'T INTEREST ANY OF THE EDITORS IN THE PICTURES I TOOK THIS MORNING.

COULD I LEAVE 'EM WITH YOU IN CASE SOMEBODY HAS A CHANGE OF HEART?

SURE.

DON'T LOOK SO DOWN. I'M SURE YOU'LL PICK UP A FREELANCE PHOTO ASSIGNMENT BEFORE THE DAY IS THROUGH.

SURE, IF LANCE BANNON DOESN'T BEAT ME TO IT.

I WOULDN'T WORRY ABOUT HIM. HE USED TO BE YOUR MAIN COMPETITION-- BUT HE HASN'T SHOWN HIS FACE IN WEEKS.

THAT MAN IS KILLING ME!

SOMETHING WRONG, MR. FALCONE?

JOE ROBERTSON IS IMPOSSIBLE! HE MADE ME CHANGE MY HEADLINE COPY THREE TIMES! *THREE TIMES!*

CAN'T HE MAKE UP HIS MIND?

SECONDS LATER...

WHERE DID FALCONE GO?

THE TYPE-SETTING DE-PARTMENT!

GOOD, I JUST THOUGHT OF AN-OTHER WAY TO IMPROVE THAT HEADLINE.

WHAT'S WITH ROBBY LATELY? HE SEEMS TO BE PUTTING HIMSELF-- AND HIS PEOPLE-- UNDER ONE HECK OF A STRAIN!

HE'S TAKING HIS NEW JOB AS *EDITOR IN CHIEF* VERY SERIOUSLY. I WISH PEOPLE WOULD UNDER-STAND THAT HE'S ONLY TRYING TO DO HIS BEST.

FOR ALL HIS FAULTS, MR. JAMESON IS ONE TOUGH ACT TO FOLLOW.

HEY, PARKER!

PHONE!

HELLO?

I THOUGHT I'D FIND YOU HERE.

KYLE BAKER B.G.

NATHAN--?!

LISTEN UP, BOY. I DON'T HAVE MUCH TIME. YOUR AUNT DOESN'T KNOW I'M CALLING.

I REALIZE THIS "COLLEGE THING" IS STRICTLY BETWEEN YOU AND HER--

--BUT YOU'RE BOTH ACTING LIKE STUBBORN FOOLS!

YOU TWO REALLY CARE ABOUT EACH OTHER. IT'S HIGH TIME YOU SETTLED THINGS.

MAY AND I ARE HAVING LUNCH RIGHT NOW AT GINO'S ON 72ND STREET...

I KNOW THE PLACE!

GINO'S

GINO'S

I CAN BE THERE IN THIRTY MINUTES! AND, NATHAN...

...THANKS!

OUR TABLE IS READY, DEAR.

WHO WERE YOU CALLING?

ER...I JUST WANTED TO KNOW THE CORRECT TIME. IT ISN'T AS LATE AS I THOUGHT.

THEY DON'T MAKE MANY LIKE NATHAN LUBENSKY, ANYMORE!

HEY, PARKER! COME HERE A MINUTE...

I WONDER WHAT WENDY THORTON WANTS WITH ME?

DIDN'T YOU TAKE PICTURES OF THAT STRANGE VAN THEY FISHED OUT OF THE HUDSON THIS MORNING?

YEAH. WHY?

SOMETHING JUST CAME IN ON THE POLICE BAND ABOUT IT.

10

IT NEVER REACHED THE POLICE IMPOUND YARD.

WHAT--?!

SEEMS LIKE IT JUST VANISHED. NO ONE KNOWS HOW.

I DON'T GET IT. THAT THING HAS BEEN RUSTING AT THE BOTTOM OF THE RIVER FOR WEEKS!

WHO COULD POSSIBLY HAVE ANY USE FOR IT NOW?!

WELL, PARKER, YOU'RE THE ONE WHO TOOK THE PICTURES.

WHAT DO YOU--

--THINK?

PARKER--?!

THAT VAN COULD LEAD ME STRAIGHT TO THE HOBGOBLIN--

--BUT NATHAN AND AUNT MAY ARE WAITING FOR ME!

THE NERVE OF THAT GUY!

WHO DOES HE THINK HE IS, ANYWAY?

I CAN'T LET AUNT MAY DOWN AGAIN--BUT THE HOBGOBLIN IS A RUTHLESS KILLER!

WHAT AM I GONNA DO? *WHAT?!*

÷ HARRUPHH ÷ WONDER *WHERE* HE WENT--

"--AND *WHY?!*"

11

SOMETIME LATER...

MOVE IT, BOYS. MOVE IT!

WE DON'T WANT TO FALL BEHIND SCHEDULE!

HOW'S IT GOING, AL?

SLOW.

I COULD SPEND A WEEK ON THIS COMPUTER CONSOLE ALONE!

JUST CONCENTRATE ON THE AUTO-GUIDANCE SYSTEM.

WHAT'S IN THERE, LOU?

I DUNNO. LOOKS LIKE SOME KIND OF RE-ENFORCED COMPARTMENT. BUT WHAT'S ITS PURPOSE?

MAYBE IT WAS SUPPOSED TO BE AN EMERGENCY ESCAPE HATCH!

HEY!

WH-WHO ARE YOU?

GIMME A BREAK, PAL! MAYBE I *AM* WEARING A NEW COSTUME--

--BUT THAT FRIENDLY NEIGHBORHOOD *SPIDER-SIGNAL* SHOULD HAVE BEEN INTRO ENOUGH!

12

LISTEN, GUYS, I'M REALLY PRESSED FOR TIME TODAY. WHY DON'T WE JUST BYPASS THE USUAL BANTER-- SO THAT YOU CAN TELL ME WHO'S PAYING YOU TO STRIP THE VAN!

IT'S A CINCH YOU EINSTEINS DIDN'T PLAN THIS HI-JACKING ON YOUR OWN!

BLAST HIM!

I WAS AFRAID YOU'D SAY SOMETHING LIKE THAT!

FWOK!

OH, WELL! I GUESS I COULD SPARE A FEW MINUTES FOR FUN AND GAMES--

FWAM!

--BUT ONLY BECAUSE YOU ASKED SO NICELY!

HI, CHUCKLES! YOU LOOK SO LONELY UP HERE!

=UFFF=

WHY DON'T WE JOIN YOUR FRIENDS BELOW?

THERE! ISN'T THAT BETTER?

PWOP!

UH-OH!

KA-VAM!

LOOKS LIKE A NEW PLAYER HAS DECIDED TO JOIN THE PARTY!

BUT MY *SPIDER-SENSE* WARNED ME IN PLENTY OF TIME TO AVOID HIS CALLING CARD!

13

HA! HA! HA!

NICE MOVE, SPIDER-MAN! BUT I EXPECTED NO LESS FROM SOME-ONE WITH YOUR AMAZING ABILITIES!

THAT FIGURE GLIDING THROUGH THE DUST! IT'S *HIM!* IT'S GOTTA BE HIM!

THE HOBGOBLIN!

HARDLY! YOU DISAPPOINT ME, WEB-SWINGER! OUR PREVIOUS ENCOUNTER* SHOULD HAVE LEFT YOU WITH A MORE LASTING IMPRESSION OF ME!

JACK O'LANTERN!

YOU --?!

*SPECTACULAR SPIDER MAN #56-- DANNY!

BLAMM!

I DON'T GET IT! WHAT ARE YOU DOING HERE?

MY BUSINESS ISN'T YOUR CONCERN!

INCREDIBLE! HE'S EVEN FASTER THAN I REMEMBERED!

STRONGER, TOO!

THOSE BARRELS MUST WEIGH HUNDREDS OF POUNDS EACH!

WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN? WHY ARE YOU INTERESTED IN THIS VAN?

TELL ME!

YOU HAVE MANY QUESTIONS, SPIDER-MAN--

--BUT I'M TAKING THE ANSWERS AWAY WITH ME!

MUST LEAD HIM AWAY FROM THE VAN-- SO THAT MY MEN CAN FINISH THEIR WORK!

WHAM!

LOOKS LIKE IT'S *FOLLOW THE LEADER* TIME AGAIN! IT'S REAL OBVIOUS THAT JACK'S JUST TRYING TO SEPARATE ME FROM THE VAN--

--BUT HE DOESN'T KNOW ABOUT THE TRACER I PLANTED ON IT!

HERE I COME-- *READY OR NOT!*

≠WHEW≠ THERE GOES ONE TOUGH DUDE!

HE'S THE BOSS'S PROBLEM NOW! WE'VE GOT OUR OWN WORRIES!

THERE'S NO TIME TO FINISH STRIPPING THE VAN HERE!

WE'LL HAVE TO TAKE IT WITH US!

MOVE THAT TRACTOR TRAILER INTO POSITION!

HEY! GET A LOAD OF THIS--!

THAT DASH-BOARD JUST LIT UP LIKE A VIDEO ARCADE!

IT'S THE AUTO-GUIDANCE SYSTEM! SOMETHING MUST HAVE ACTIVATED IT!

BUT THAT'S *IMPOSSIBLE--!*

*BUT THEN, SUDDENLY, UN-EXPECTEDLY, THE BATTLE WAGON **ROARS** INTO LIFE!*

WHAT THE--?!

VROOM!

LOOK OUT!

IT'S TAKING OFF BY ITSELF!

WE BARELY HAD TIME TO LEAP FROM THE CAB!

KWAM!

WH-WHERE DO YOU THINK IT'S HEADING?!

I DUNNO, SOMEONE MUST BE DIRECTING IT BY REMOTE CONTROL-- BUT *WHO?!*

15

MEANWHILE...

HOW DOES HE DO IT? HE'S ACTUALLY KEEPING PACE WITH MY POGO PLATFORM!

DeFalco BALONEY

HOT

PARK

BOINGG!

FINGEROTH STEAM HEAT

DON'T SLOW UP ON MY ACCOUNT, JACKIE! I LOVE THE EXERCISE.

ONE WAY

THESE HIGH SPEED CHASES ARE SO INVIGORATING!

HOW ABOUT WE GO ONCE MORE AROUND THE CITY?!

HEY, JACK! YOU NEVER TOLD ME WHAT YOU THINK OF MY NIFTY NEW COSTUME. PRETTY SPIFFY, HUH?

ANY FOOL CAN CHANGE HIS CLOTHES, WEB-SWINGER!

OH, YEAH?

BLAMM!

I DON'T SEE YOU WEARING A DESIGNER PUMPKIN!

GEE, I HOPE YOU GOT A GOOD DEAL ON THOSE CONCUSSION GRENADES-- YOU SURE WASTE A LOT OF THEM!

GOOD LORD! I'VE NEVER SEEN SUCH AN INCREDIBLE DISPLAY OF SPEED AND AGILITY!

HE MUST POSSESS PHENOMENAL ENDURANCE!

UH-OH! HE'S GAINING ON ME!

16

BUT THEN...

OH, NO! LOOK AT THE TIME! I WAS SUPPOSED TO MEET NATHAN A HALF HOUR AGO!

WHAT CAN I DO?! I REALLY WANT TO PATCH THINGS BETWEEN ME AND MY AUNT MAY--BUT HOW CAN I LEAVE NOW--WHILE A MANIAC LIKE JACK O'LANTERN IS STILL FREE TO TERRORIZE THE CITY?!

EXPECTING SOMEONE--?

NO...OF COURSE NOT.

THEN, WHY DO YOU KEEP CHECKING YOUR WATCH?

DON'T LIE TO ME, NATHAN. YOU CALLED PETER, AND AND ARRANGED FOR HIM TO MEET US HERE--DIDN'T YOU?

WELL, I...

YES, I DID.

IT'S TIME YOU FACED HIM, MAY.

MAYBE I'M ONLY ACTING LIKE A FOOLISH, OLD WOMAN...

...BUT I WON'T KNOW WHAT TO SAY TO HIM.

PETER AND I USED TO BE VERY CLOSE--BUT HE'S CHANGED SO MUCH IN THE PAST FEW YEARS. I DON'T FEEL I KNOW HIM ANYMORE.

WE'VE BECOME STRANGERS, AND I DON'T THINK HE EVEN CARES...

AREN'T YOU BEING A LITTLE UNFAIR, MAY?

THE PETER PARKER I USED TO KNOW WOULDN'T HAVE DROPPED OUT OF COLLEGE. HE WOULDN'T HAVE THROWN HIS FUTURE AWAY.

HE HAD A SENSE OF RESPONSIBILITY!

17

MEANWHILE...

KER-ASH!

SPIDER-MAN IS JUST TOO FAST AND AGILE FOR ME! I'LL NEVER ESCAPE HIM IN THE OPEN CITY!

SO I'LL JUST LURE HIM INDOORS--WHERE THE ADVANTAGE WILL BE MINE!

THIS TOY STORE IS PERFECT!

YOU'LL FIND IT A LOT HARDER TO AVOID MY WRIST-BLASTERS IN HERE, WEB-SWINGER!

HEY KIDS! L

REALLY? YOU COULD HAVE FOOLED ME!

VIDEO GAMES DOLLS

BLAMM!

HEY!

BE CAREFUL WITH THOSE THINGS, JACK! YOU ALMOST ZAPPED THIS PINT-SIZED PEDESTRIAN!

GI JOE A REAL AMERICA

THE CIVILIANS ARE YOUR PROBLEM! MINE IS *ESCAPE!*

THAT WAS FUN. CAN WE DO IT AGAIN?

NOT RIGHT NOW, KID.

I SUGGEST YOU FIND YOUR MOTHER--AND TAKE YOUR BUSINESS ELSEWHERE. I'VE GOT A HUNCH THINGS ARE GOING TO START GETTING A LOT HAIRIER AROUND HERE!

JACK WASN'T KIDDING! HE DOESN'T CARE WHO GETS IN HIS WAY!

D'79

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I REMEMBER HEARING SOMEWHERE THAT HE USED TO BE A PROFESSIONAL INTERNATIONAL TERRORIST. HE HASN'T MELLOWED WITH AGE!

I'VE GOT TO TAKE HIM OUT BEFORE HE HURTS SOMEBODY--!

WHAM!

THERE! I KNEW I COULD CUT OFF HIS ESCAPE ROUTE BY RICOCHETING OFF THAT WALL! AND *NOW*--!

WHA--?! WHERE DID YOU COME FROM?!

BWAM!

I'LL GIVE YOU A HINT, JACK--I DIDN'T COME FROM THE *CABBAGE PATCH!*

BWANGG!

SWELL! JACK'S FLAMING HEAD MUST HAVE SET OFF THE STORE'S AUTOMATIC SPRINKLER SYSTEM! NOW I CAN ADD PNEUMONIA TO MY OTHER PROBLEMS.

UH-OH...

19

...LOOK WHO'S STILL UP AND ABOUT!

MY SPECIAL HELMET EASILY CUSHIONED THAT LAST BLOW, SPIDER-MAN!

YOU SHOULDN'T HAVE PULLED YOUR PUNCH SO MUCH!

ARE YOU KIDDING?!

I WAS JUST TRYING TO STUN YOU--NOT *PULVERIZE* YOU!

BESIDES, I HAVE A FEW OTHER TRICKS UP MY SLEEVE!

PWIP

DID YOU KNOW KNOW THAT MY WEBBING COULD STOP A SPEEDING *CUTLASS SUPREME* IN ITS TRACKS?

YOUR POGO PLATFORM IS STRICTLY *NO CONTEST!*

FWAM!

SKAK!

PLAYTIME'S OVER, JACK!

IT'S TIME YOU AND I HAD A SERIOUS CHAT!

20

TALK! WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN?

WHY DID YOU TRY TO HIJACK HIS BATTLE WAGON?

THE ANSWERS TO THOSE QUESTIONS WILL STARTLE YOU, WALL-CRAWLER!

HOWEVER, I CHOOSE NOT TO REVEAL THEM-- *NOW!*

OH, NO!

BZITT!

BLA-OOOM!

EYII!

WHAT A JERK I AM!

MY SPIDER-SENSE WARNED ME THAT JACK WAS UP TO SOMETHING--

OOF

--BUT I JUST ASSUMED HE'D TRY TO ATTACK *ME* AGAIN!

IT NEVER OCCURRED TO ME THAT HE'D AIM FOR THOSE ELECTRICAL CABLES INSTEAD!

GOT TO MOVE FAST! THOSE ARE LIVE WIRES, AND THAT WOMAN IS STANDING IN A PUDDLE OF WATER--!

YOU'RE SO PREDICTABLE, SPIDER-MAN!

I KNEW YOU'D RELEASE ME IF OTHERS WERE ENDANGERED!

FAREWELL FOR NOW, WEB-SPINNER!

I'LL GIVE YOUR REGARDS TO THE *HOBGOBLIN!*

21

JACK O'LANTERN, HIMSELF, IS SOON GONE--BUT HIS WORDS CONTINUE TO LINGER IN THE AIR...

WERE THEY MERELY A PARTING TAUNT--

--OR DID THEY SIGNIFY MUCH, MUCH MORE?!

LATER...

JACK O'LANTERN MIGHT HAVE GOTTEN AWAY--BUT THE DAY WASN'T A TOTAL LOSS!

GINO'S

I STILL HAVE A CHANCE OF RECOVERING THE HOBGOBLIN'S BATTLE WAGON--IF NOBODY FINDS THE TRACER I PLANTED ON IT!

BUT I CAN'T WORRY ABOUT THAT NOW!

I RUSHED ALL THE WAY UPTOWN--ON THE OFF-CHANCE THAT AUNT MAY AND NATHAN WERE STILL HERE, BUT NO--

GIN

--LUCK?!

SO! YOU FINALLY GOT HERE, DID YOU? WELL, YOU'RE TOO LATE!

YOUR AUNT LEFT OVER AN HOUR AGO--*IN TEARS!*

I STAYED BEHIND TO GIVE YOU A PIECE OF MY MIND!

NATHAN, I'M SORRY BUT--

BUT *WHAT*--?! NOTHING COULD JUSTIFY YOUR THOUGHTLESSNESS! YOU DIDN'T EVEN TRY TO CALL!

YOUR AUNT REALLY LOVES YOU, BOY--AND SHE'S WORRIED ABOUT YOUR FUTURE--BUT, AFTER TODAY, SHE'S CONVINCED THAT YOU DON'T CARE A FIG ABOUT HER!

I USED TO THINK YOU REALLY CARED ABOUT YOUR AUNT, PETER. MAYBE I WAS WRONG...

MAYBE I NEVER KNEW THE REAL YOU, AFTER ALL.

THE END... FOR NOW!

60¢
92
JULY
CC 02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

What is... THE ANSWER

NEW YORK CITY. HEADQUARTERS OF THE KINGPIN OF CRIME...

YES.

YOU KNOW I SEEK INFORMATION?

AND YOU THINK YOU ARE CAPABLE OF *GATHERING* IT FOR ME?

YES.

IT WILL BE DANGEROUS...

YES.

YES.

BUT THE *REWARDS* WILL BE GREAT.

YES.

VERY WELL, THEN. YOU HAVE THE SANCTION. *ATTACK* SPIDER-MAN. HUMBLE HIM, IF YOU CAN.

YES.

AND THE ANSWER IS...

WRITTEN AND DRAWN BY: AL MILGROM
FINISHES BY: JIM MOONEY
LETTERED BY: DIANA ALBERS
COLORED BY: BOB SHAREN
EDITED BY: DANNY FINGEROTH
CHIEFED BY: JIM SHOOTER

IMAGINE TWO YOUNG, ATTACTIVE PEOPLE OUT ON A DATE. SOUNDS LIKE FUN, YOU SAY? YOU DON'T KNOW WHAT FUN CAN **BE** UNTIL YOU EXPERIENCE IT HANGING UPSIDE DOWN FROM A WATER TOWER TWO HUNDRED FEET ABOVE STREET LEVEL.

YES, YOU FIND YOUR OWN WAYS OF MAKING THINGS FUN WHEN YOU'RE THE NIGHTTIME PROWLERS KNOWN AS THE BLACK CAT AND THE SPECTACULAR SPIDER-MAN.

SPIDER, THIS IS VERY EXHILARATING...

BUT?

BUT ALL THE BLOOD'S RUSHING TO MY *HEAD.*

AH, AND HERE I THOUGHT I'D MANAGED TO MAKE YOU *BLUSH.*

NO SUCH LUCK, LOVER.

YOU KNOW, CAT... FELICIA... I'M REALLY ENJOYING OUR TIME TOGETHER LATELY.

ME TOO, SPIDER.

IN SOME WAYS IT SEEMS LIKE THE TIME I SPEND WITH YOU IS THE ONLY PART OF MY LIFE I'VE MANAGED *NOT* TO FOUL UP.

JUST THE OTHER DAY, I MISSED MEETING MY AUNT MAY FOR DINNER BECAUSE I WAS DELAYED BY MY FIGHT WITH JACK O' LANTERN*...

SHE'S BEEN UPSET WITH ME. SHE THOUGHT I WASN'T CONSIDERING THE CONSEQUENCES OF DROPPING OUT OF SCHOOL AND--

* *SEE AMAZING SPIDER-MAN #254 -- DANNY.*

SHH! DON'T FRET ABOUT THAT, SPIDER. THOSE ARE *PETER PARKER'S* WORRIES, NOT *YOURS*...

I'M *YOUR* ONLY WORRY.

MMMF.

LOVE THAT NEW, EASY-OPEN COSTUME OF YOURS. BUT I'VE GOT TO GET HOME NOW, LOVE.

OOPS. ALMOST FORGOT. HERE'S YOUR CAMERA BACK. I NEARLY LEFT IT AT THE SCENE AFTER WE FOUGHT THE BLOB. *

OH, YEAH-- THANKS.

**LAST ISH-- DANNY.*

HOPE THE PICTURES TURNED OUT OKAY! G'NIGHT!

'NIGHT.

IT SURE IS GREAT HAVING FELICIA FOR A GIRLFRIEND. NOTHING EVER SEEMS TO GET HER DOWN. SHE DOES LEAVE SOMETHING TO BE DESIRED IN THE COMPASSION DEPARTMENT, THOUGH.

STILL, MAYBE BY NOT BEING OVERLY SYMPATHETIC SHE HELPS TO KEEP ME FROM WALLOWING IN SELF-PITY.

COME TO THINK OF IT, I REALLY LEFT POOR *FLASH THOMPSON* IN THE LURCH THE OTHER DAY. HE WAS LOOKING FOR SOME SYMPATHY WHEN I HAD TO HUSTLE HIM OUT OF MY APARTMENT SO I COULD CHANGE TO SPIDEY AND FIGHT THE BLOB.

WONDER HOW FLASH IS *DOING?* 3

EVEN AS THE GOLDEN RAYS OF DAWN FEEBLY ATTEMPT TO PENETRATE THE SLATE GRAY SKIES OF NEW YORK CITY, THERE IS ANOTHER WHOSE CONCERN FOR FLASH THOMPSON ECHOES SPIDER-MAN'S...

WHERE CAN HE *BE*?

FLASH AND I HAVE BEEN HAVING OUR TROUBLES LATELY, BUT IT ISN'T LIKE HIM TO STAY AWAY FOR *THIS* LONG WITHOUT CALLING.

HAVE I DRIVEN HIM *AWAY* FROM ME SOMEHOW? SINCE I CAME TO THIS COUNTRY FROM MY NATIVE VIET NAM, SO MUCH HAS CHANGED.

MY *VALUES* ARE DIFFERENT NOW. I AM LEARNING A WOMAN CAN BE SO MUCH MORE *HERE* THAN SHE IS ALLOWED TO BE AT HOME. CAN THIS BE WHY HE--

THAT NOISE... *THE DOOR!*

FLASH!

OH...SHA SHAN. YOU'RE ALREADY UP.

NO, I NEVER WENT TO *SLEEP*. WHERE HAVE YOU-- *BY THE BUDDHA!*

WHAT *HAPPENED* TO YOU?!

NOTHING! JUST A LITTLE ACCIDENT, THAT'S ALL. NOTHING TO GET UPSET ABOUT.

I SAID I'M OKAY! WHAT'S WITH THE SUDDEN SHOW OF CONCERN ANYWAY? DO I HAVE TO GET HURT FOR YOU TO SHOW ANY INTEREST IN ME, IS THAT IT?

WELL FORGET IT, LADY! PITY IS *NOT* FLASH THOMPSON'S STYLE. NOW IF YOU'LL EXCUSE ME, I'M TURNING IN.

PERHAPS WE SHOULD SEEK A DOCTOR...

4

LATER...

AS LONG AS I WAS THIS CLOSE TO MIDTOWN, I THOUGHT I MIGHT AS WELL DROP BY THE OL' OFFICE--

--AND SEE WHAT DEVELOPS ON THE ROLL OF FILM FELICIA TOOK THE OTHER NIGHT.

AND WITH JUST A THOUGHT, MY SPIDEY SUIT TURNS ITSELF BACK INTO STREET CLOTHES.

AND A SHORT TIME LATER...

HEY, THESE SHOTS DON'T LOOK HALF BAD-- THOUGH ANYONE FIGHTING THE BLOB SORT OF TENDS TO COME OFF LOOKING LIKE A JERK!

THERE'S OUR ERST-WHILE EDITOR-IN-CHIEF, THE ESTEEMED J. JONAH JAMESON HIMSELF. MAYBE I'LL SHOW 'EM TO HIM.

EH? OH, PARKER-- IT'S YOU.

HI, JONAH.

SAY, JONAH, I'VE BEEN MEANING TO CONGRATULATE YOU ON THAT EDITORIAL-CUM-CONFESSION YOU RAN IN THE PAPER A COUPLE OF WEEKS AGO.* IT TOOK A LOT OF GUTS.

*SEE AMAZING #251 DANNY.

THANKS, M'BOY. YES, OLD JJJ ALWAYS CLAIMED THAT HONESTY WAS THE BEST POLICY, AND THE FIGURES BACK ME UP.

OUR CIRCULATION JUMPED NEARLY 30 PERCENT AND AD REVENUES REFLECT THE INCREASE.

INSTEAD OF RUNNING ARTICLES ABOUT THAT BLASTED WEB-SLINGER ALL THESE YEARS, I SHOULD HAVE BEEN WRITING MORE STUFF ABOUT MYSELF.

THAT'S WHAT THE PUBLIC LIKES, STORIES ABOUT A COURAGEOUS, CRUSADING NEWPAPER PUBLISHER WHO ISN'T ABOVE MAKING A MISTAKE NOW AND THEN.

SHEESH, GIVE ME A BREAK!

YEAH, WELL I WAS WONDERING IF YOU MIGHT BE INTERESTED IN LOOKING AT THESE PHOTOS I... ER... GOT OF THE BLOB.

CAN'T BE BOTHERED. JOE ROBERTSON HANDLES THE EDITORIAL DUTIES NOW, PARKER. YOU KNOW THAT. NO SENSE IN TRYING TO CURRY FAVOR WITH ME.

B-BUT...

PARKER, MY OFFICE, RIGHT NOW.

OH... ER, SURE, JOE.

MOMENTARILY...

NOW LOOK HERE, PARKER! WHAT'S THE IDEA OF TRYING TO SHOW THESE PHOTOS TO JONAH BEFORE YOU'D CHECKED WITH ME?!

HUH? WHAT'S THE DIFFERENCE, JOE? I JUST THOUGHT...

5

NO, YOU DIDN'T THINK! THAT'S THE PROBLEM! YOU'VE GOT PICTURES--YOU SHOW 'EM TO ME! THAT'S THE CHAIN OF COMMAND AROUND HERE!

BY GOING OVER MY HEAD TO JONAH, YOU'RE JUST ASKING FOR TROUBLE. WHAT IF HE HATES THE SHOTS BUT I LIKE THEM? HE'S LIABLE TO START QUESTIONING MY JUDGMENT.

OKAY, JOE. LIGHTEN UP. I DIDN'T THINK I WAS COMPROMISING ANYONE'S INTEGRITY JUST 'CAUSE I ASKED JJJ TO LOOK AT SOME SNAPSHOTS. IT WON'T HAPPEN AGAIN.

I'M SORRY I SNAPPED AT YOU, PETER.

I GUESS I STILL HAVEN'T GOTTEN A HANDLE ON ALL THE NEW PRESSURES I'M UNDER SINCE I TOOK OVER THE EDITOR-IN-CHIEF JOB.

IT'S OKAY JOE, I UNDERSTAND.

NOW ABOUT THOSE PHOTOS...

WHY, PETER, THESE SHOTS ARE...*GREAT!* I GUESS YOU TOOK TO HEART MY LITTLE LECTURE ABOUT YOUR WORK BEING FULL OF PASSION BUT SHORT ON TECHNICAL FINESSE, EH?

THE SHOTS ARE CLEARER, CHOICE OF ANGLE IS BETTER, GOOD DEPTH OF FIELD. QUITE AN IMPROVEMENT. PUT IN A VOUCHER AND GO BY PAYROLL FOR A CHECK.

ER...RIGHT. THANKS, JOE.

AND SOON... I'D HAVE FELT BETTER ABOUT ALL THAT PRAISE JOE WAS HEAPING ON ME IF I'D *DESERVED* IT. BUT *FELICIA* TOOK THOSE PICTURES.

BANK OF

MAYBE I OUGHT TO TAKE A PHOTOGRAPHY COURSE AT ONE OF THE LOCAL SCHOOLS. I NEVER DID HAVE ANY REAL TRAINING.

WELL, I'LL WORRY ABOUT THAT LATER--

--RIGHT NOW I'VE GOT ME A CHECK TO CASH.

LET ME HAVE THIS IN SMALL BILLS, WILL YOU MISS?

OH, I *AM* SORRY SIR, BUT YOUR PRESENT BALANCE IS INSUFFICENT TO COVER THE AMOUNT OF THIS CHECK.

I'M AFRAID YOU'LL HAVE TO WAIT FIVE WORKING DAYS TILL IT CLEARS.

WHAT?!

NUTS!! THAT MEANS I'M STILL BROKE UNTIL THE MIDDLE OF NEXT WEEK!

AND WITH MY LUCK THE BANK'LL GO BELLY UP BY THEN!

OH, NO, SIR! I ASSURE YOU OUR ASSESTS ARE QUITE SOUND...

FORGET IT!

6

RETURNING TO HIS CHELSEA APARTMENT, PETER FINDS MORE BAD NEWS IN THE FORM OF...

BILLS! NOTHING BUT BILLS AND JUNK MAIL. THIS JUST ISN'T MY DECADE!

PARKER, IS THAT YOU?

YIPES! IT'S MY LANDLADY, MRS. MUGGINS. IF THERE'S ONE THING I'M NOT IN THE MOOD FOR RIGHT NOW, IT'S A CONFRONTATION WITH HER.

'S' FUNNY, COULDA SWORN I SAW PARKER HEADING UP THE STREET. I MUST'VE JUST MISSED HIM.

WELL, HE CAN'T AVOID ME FOREVER! HE'S GOT RENT TO PAY JUST LIKE EVERYONE ELSE, AND I INTEND TO COLLECT IT.

PHEW! THAT WAS CLOSE.

FEELS AWFUL HAVING TO SNEAK INTO YOUR OWN APARTMENT.

WELL *HERE'S* A BRIGHT SPOT. AMONG THE BILLS IS A CREDIT CARD APPLICATION.

SEEMS THE BANK WAS IMPRESSED THAT I PAID OFF MY COLLEGE LOAN.

GUESS I'LL FILL IT OUT. THIS COULD BE THE ANSWER TO ALL MY PROBLEMS.

SURE, I'LL JUST LIVE ON CREDIT LIKE THE REST OF THE COUNTRY.

WELL, IT'S BEEN A LONG DEPRESSING DAY. GUESS I'LL TURN IN.

THERE GOES MY COSTUME ONTO ITS NIGHTTIME PERCH ON MY CHAIR.

AND SO... TO BED.

7

HE DRIFTS OFF INTO A DREAMLESS SLEEP FOR SEVERAL HOURS, ONLY TO BE STIRRED AT LAST BY...

SPIDER-SENSE--STARTING TO BUZZ.

AND SOMEONE IS TAPPING ON MY WINDOW!

TAP TAP

WHA-! FELICIA!

OH, SPIDER, HURRY! GET DRESSED! I THINK SOMEONE IS FOLLOWING ME!

FOLLOWING YOU?!

THAT GIRL IS GOING TO BE THE DEATH OF ME YET!

SHE THINKS SOMEONE IS FOLLOWING HER AND SHE LEADS 'EM RIGHT TO PETER PARKER'S WINDOW!

I HOPE SHE AT LEAST HAS THE GOOD SENSE TO MEET ME ON THE ROOF--AND NONE TOO CLOSE TO THE SKYLIGHT THAT LEADS FROM MY BATHROOM!

WOW! MY COSTUME SURE KNOWS WHERE TO GO WHEN IT'S NEEDED! TALK ABOUT MEETING SOMEONE HALFWAY...

8

NO SIGN OF ANY TROUBLE YET, THANK GOODNESS!

PSSSST! SPIDER, OVER HERE!

CAT, WHAT THE HECK IS WRONG WITH YOU?! YOU'RE CONSTANTLY PUTTING MY PETER PARKER IDENTITY IN JEOPARDY!

PLEASE, SPIDER, I WAS ***SCARED!*** I WASN'T THINKING.

USUALLY WHEN I'M ON THE PROWL, ***I'M*** THE ONE DOING THE STALKING!

BUT SOMEHOW, TONIGHT I COULD FEEL SOMEONE OUT THERE--WATCHING ***ME!*** I'M SURE I LOST HIM--BUT I DON'T KNOW FOR HOW LONG!

AW...POOR KID, SHE'S SCARED SILLY. I SHOULDN'T HAVE BEEN SO HARD ON HER!

OKAY, CAT, I KNOW YOU'RE NO FAINT-HEART, SO THERE MUST BE ***SOMETHING*** GOING ON! C'MON!

WH-WHERE ARE YOU GOING?

UP! HIGH AS WE CAN GET IN THIS NEIGHBORHOOD.

IF ANYONE IS AFTER YOU, WE'LL BE ABLE TO SEE HIM COMING!

JUST RELAX, NOW. EVERYTHING'LL BE ALL RIGHT. IT'LL TAKE A PRETTY TOUGH CUSTOMER TO BEAT THE BLACK CAT ***AND*** THE AMAZING SPIDER-MAN!

OH, SPIDER! BEING WITH YOU MAKES ME FEEL SAFE--NO MATTER ***WHAT'S*** OUT THERE!

HOLD IT! MY SPIDER-SENSE IS TINGLING--WARNING ME OF DANGER!

CAT, YOU WERE ***RIGHT!***

9

OKAY, NOW LISTEN UP! WE KNOW YOU'RE OUT THERE! THERE'S NO WAY YOU CAN SNEAK UP ON US!

WHO ARE YOU? WHY ARE YOU FOLLOWING THE BLACK CAT?! WHAT DO YOU WANT?

ALL VERY GOOD AND APPROPRIATE *QUESTIONS*, SPIDER-MAN...

AND I AM...

THE ANSWER!

10

THE... ANSWER?!

INDEED! AND I AM HERE TO TEST YOUR METTLE--AND THAT OF YOUR FELINE COMPANION!

SHALL WE BEGIN?!

SPIDER, HE'S *FLYING!*

OR USING THOSE ARM FLAPS AS GLIDERS SOMEHOW.

HERE, CAT.

YOUR CAMERA--?

YEAH, GET SOME SHOTS OF THIS FOR MY SCRAP-BOOK WHILE I SEE WHAT LAUGHING BOY IS MADE OF!

B-BUT--

I KNOW, YOU WANT TO *HELP!* DON'T WORRY, IF I GET INTO TROUBLE, YOU'LL BE THE *FIRST* PERSON I CALL!

NOW, LOOK OUT, MR. ANSWER-MAN! YOU FRIGHTENED THE DEVIL OUT OF MY GIRL-- AND IT'S GONNA GIVE ME GREAT PLEASURE--

--TO PAY YOU BACK!!

K-SLAM

THAT'S *IT?* ONE SHOT AND YOU'RE *FOLDING?*

PWIP

THEY JUST DON'T MAKE COSTUMED VILLAINS LIKE THEY USED TO!

NOT SO, WALL-CRAWLER--

--THOUGH I HAVE TAKEN THE OPPORTUNITY TO STUDY YOU BEFORE NOW, THIS FIRST ENCOUNTER BETWEEN US ALLOWS ME TO FOCUS WHAT I HAVE LEARNED!

HANDS-ON TRAINING IS ALWAYS MORE INSTRUCTIVE THAN MERE OBSERVATION-- DON'T YOU AGREE?

OH, MOST DEFINITELY! IN FACT, I'M GOING TO SEE TO IT YOU GO TO SCHOOL RIGHT NOW!

I'LL EVEN SEE TO IT YOU GRADUATE WITH FLYING COLORS... NAMELY BLACK AND BLUE!

FIRST, I'LL SNAG YOU WITH MY WEBBING...

PWIP

AH-- I'M AFRAID YOU'LL HAVE TO BE FASTER THAN THAT, MY FRIEND!

WHA-?! MISSED HIM!

YES. YOU SEE, BY STUDYING YOU, I LEARNED ABOUT YOUR REMARKABLE AGILITY AND THE WEBBING YOU USE.

THE *ANSWER* TO THOSE WEAPONS IS SPEED-- DAZZLING, BLINDING SPEED!

12

I'M SO MUCH *FASTER* THAN YOU ARE, I COULD LITERALLY RUN *RINGS* AROUND YOU!

MAYBE SO--BUT WHILE YOU'RE BUSY BREAKING THE LAND SPEED RECORD, YOU OUGHT TO BE CAREFUL NOT TO RUN INTO A STRAY--

--SUCKER PUNCH!

WHUMP!

I DON'T KNOW WHY YOU DECIDED TO PICK ON ME, PAL--AND I DON'T REALLY CARE!

KR-RAAAK!

THE MISTAKE YOU MADE WAS FOLLOWING THE BLACK CAT! YOU REALLY PUT A *SCARE* INTO HER! I DON'T *LIKE* THAT--

--I DON'T LIKE THAT AT *ALL!*

THUD!

I PLAN TO SEE TO IT THAT IT *DOESN'T* HAPPEN AGAIN!

HAD ENOUGH?

WAS THAT THE *BEST* YOU HAVE TO OFFER?

Y-YOU'RE GETTING *UP?!*

13

CERTAINLY, *SPIDER-MAN!* I WAS WELL AWARE OF YOUR AWESOME PHYSICAL POWER! AND I, OF COURSE, HAD THE ANSWER!

TO COMPENSATE, I DEVELOPED FANTASTIC *STAMINA.* IT ALLOWS ME TO WITHSTAND YOUR MIGHTIEST BLOWS--

WHOOOPF!

--AND THEN COME BACK, FIGHTING!

K-THUMP!

OKAY, FREDDY! I *GOT* YA! YOU'RE DEAD--YOW!

SMASH

CRUNCH

NO WAY! YOU MISSED ME! I-- LOOK OUT!

WHAT IN BLOODY BLUE BLAZES IS GOING *ON* OUT THERE?!

K-SPASH

GRANTSH

THIS IS THE *LIMIT!* YOUR MOTHER AND I *WARNED* YOU KIDS NOT TO ROUGH-HOUSE IN THE LIVING ROOM!

YOU'VE BROKEN EVERY STICK OF FURNITURE WE OWN! WHAT'VE YOU GOT TO *SAY* FOR YOURSELVES?!

BUT DAD, *HONEST,* WE DIDN'T --

IT WAS TWO GUYS IN CRAZY COSTUMES, DAD! *REALLY!*

YOU GOTTA BELIEVE *US!* MAMA -- *PLEASE!*

BUT NOW, WE MUST LEAVE OUR TWO YOUNG COWBOYS TO AN UNCERTAIN FATE...

14

...AND REJOIN THE BATTLE IN PROGRESS...

SPEED AND STAMINA--THOSE ARE THE ANSWERS! I *ALWAYS* HAVE THE ANSWERS!

OF COURSE, YOU TAKE A PRETTY GOOD PUNCH YOURSELF, SPIDER-MAN--

--BUT WITH MY SPEED, ONE MUST ASK: HOW WELL DO YOU TAKE ***DOZENS*** OF PUNCHES--?

HUNDREDS OF PUNCHES?!

THOUSANDS OF PUNCHES?!

AND, JUST AS THE WALL CRAWLER SINKS INTO UN-CONSCIOUSNESS--

THAT'S ENOUGH!

AH--THE ***DISTAFF*** MEMBER OF THE TEAM! I WONDERED HOW LONG IT WOULD BE BEFORE YOU CAME TO THE DEFENSE OF YOUR HELPLESS LOVER.

15

COME ON, ANSWER! TRY SOME OF YOUR TRICKS ON ME!

AH, NO.. I THINK NOT, BLACK CAT. FOR I PERCEIVE THAT THE BEST DEFENSE AGAINST YOUR POWERS IS... NO OFFENSE AT ALL!

HUH?!

HOW'D HE KNOW THAT?

EVEN SPIDER DOESN'T KNOW ABOUT MY NEW BAD-LUCK POWERS!

WELL, IN THAT CASE, I'LL JUST HAVE TO ATTACK YOU!

OF COURSE! BUT THE SPEED I DEVELOPED TO BATTLE SPIDER-MAN ALSO SERVES ME QUITE WELL AGAINST YOU.

I CAN EVADE YOUR EVERY THRUST... EASILY!

SEE?

SWISSSSH

OH, MY ACHING HEAD...

HEY! WHAT'S GOING ON HERE? FELICIA'S FIGHTING THE ANSWER-- BUT SHE'S GETTING NOWHERE FAST.

GIVE IT UP, GIRL! YOU CAN'T POSSIBLY HARM ME.

HE'S RIGHT! FOR ALL MY SPEED AND AGILITY, HE MAKES ME LOOK LIKE I'M MOVING THROUGH QUICKSAND!

AND AS LONG AS HE DOESN'T ATTACK ME, MY BAD LUCK POWERS WON'T AFFECT HIM! BUT I WONDER HOW HE KNOWS THAT?

HMMM. IT SEEMS MY ASSESSMENT OF THE BLACK CAT'S POWER WAS QUITE CORRECT. THE KINGPIN WILL BE PLEASED.

STILL, THE MAIN THRUST OF MY ASSIGNMENT WAS TO ENGAGE SPIDER-MAN... TEST THE LIMITS OF HIS POWER.

I HAD BETTER RETURN TO THAT TASK, BEFORE HE CAN REGAIN HIS...

16

--WITS.

WHAT?!

HA! YOU WERE SO BUSY DODGING *ME*--

--YOU DIDN'T *NOTICE* MY SPIDER HAD RECOVERED!

WE MAKE A GREAT TEAM, DON'T WE, LOVER?

I GUESS WE DO AT *THAT*, CAT!

HE HAD ME IN BIG TROUBLE THERE FOR A MINUTE, BUT YOU GAVE ME THE BREATHER I NEEDED TO GET MY ACT BACK TOGETHER.

NOW MAYBE WE CAN GET SOME ANSWERS OURSELVES.

LIKE WHY THIS BOZO DECIDED TO PICK ON US IN THE *FIRST* PLACE.

DON'T BOTHER STRUGGLING TO GET FREE, *ANSWER*. MY WEBBING EVEN HELD THE HULK HELPLESS ONCE.

NOW I'LL JUST VAULT OVER TO THE SIDE OF MY SLEEK AND SEXY SAVIOR AND--

OWWCH!

THUMP!

17

SPIDER! ARE YOU ALL RIGHT?!

DARN IT! I BANGED MY KNEE REAL GOOD! THAT WAS *CLUMSY* OF ME!

I GUESS THE BEATING THE ANSWER GAVE ME TOOK MORE OUT OF ME THAN I *THOUGHT!*

OH--*LOOK!*

WHAT?! AH... THE HOLE IN MY COSTUME--

--IT'S MENDING ITSELF INSTANTLY!

AMAZING WHAT THEY CAN DO WITH THESE NEW EXTRA-TERRESTRIAL * MIRACLE FABRICS, ISN'T IT?

HMMM?! THAT'S INTRIGUING. IT SEEMS SPIDER-MAN'S RECENT CHANGE OF COSTUME WAS FOR REASONS *OTHER* THAN MERELY AESTHETIC ONES.

I'LL HAVE TO MAKE NOTE OF IT IN MY REPORT TO THE KINGPIN, ALONG WITH THE APPARENT CLUMSINESS HE JUST DEMONSTRATED.

WELL, *ANSWER*, HOW ABOUT IT? WHY WERE YOU STALKING US?

DID YOU REALLY THINK YOU COULD BEAT *BOTH* OF US?

I MEAN, YOU'RE A PRETTY SLICK CUSTOMER, BUT--

INDEED I *AM*, SPIDER-MAN! *SO* SLICK, IN FACT, THAT EVEN YOUR WEBBING--

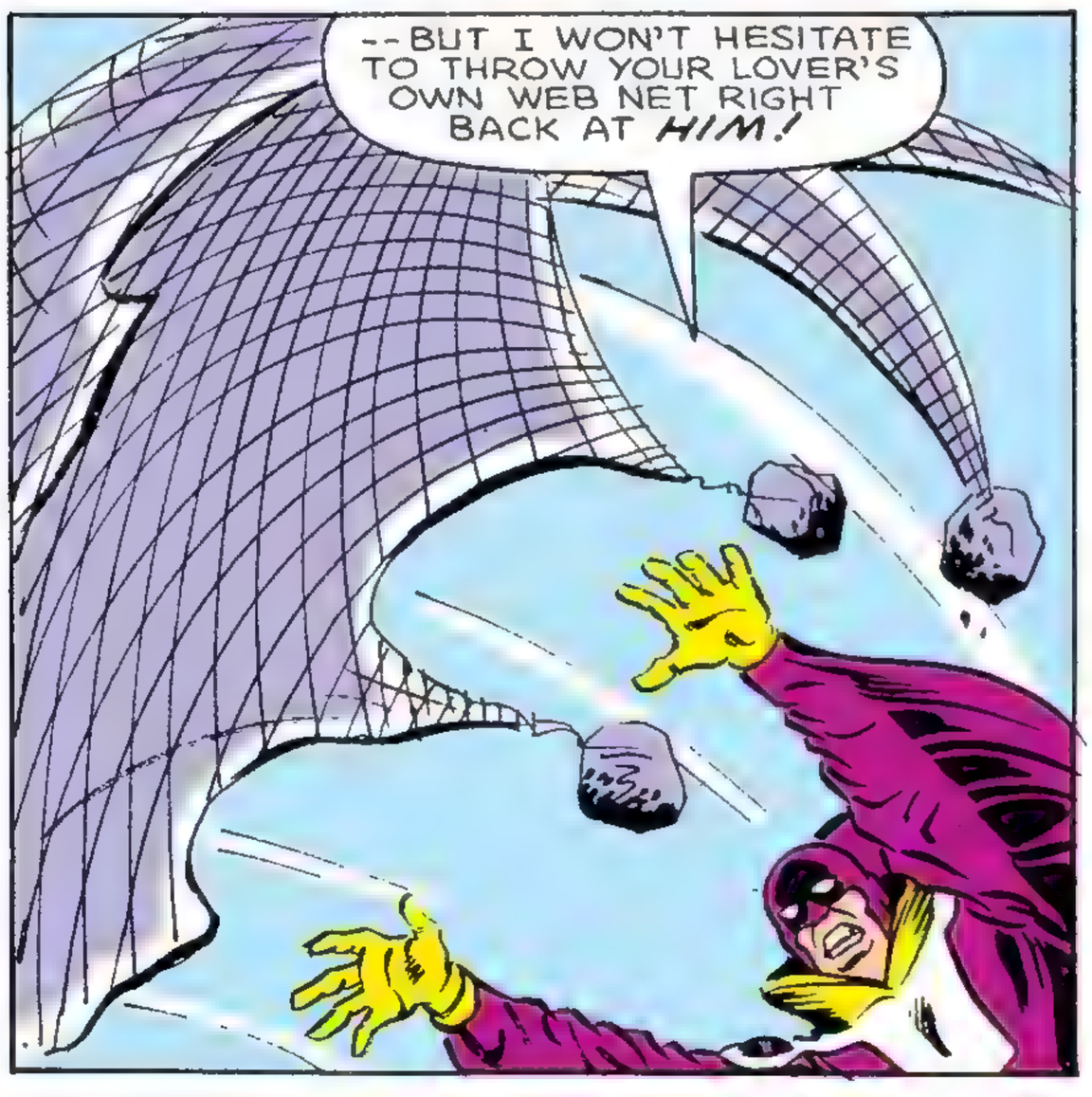
18

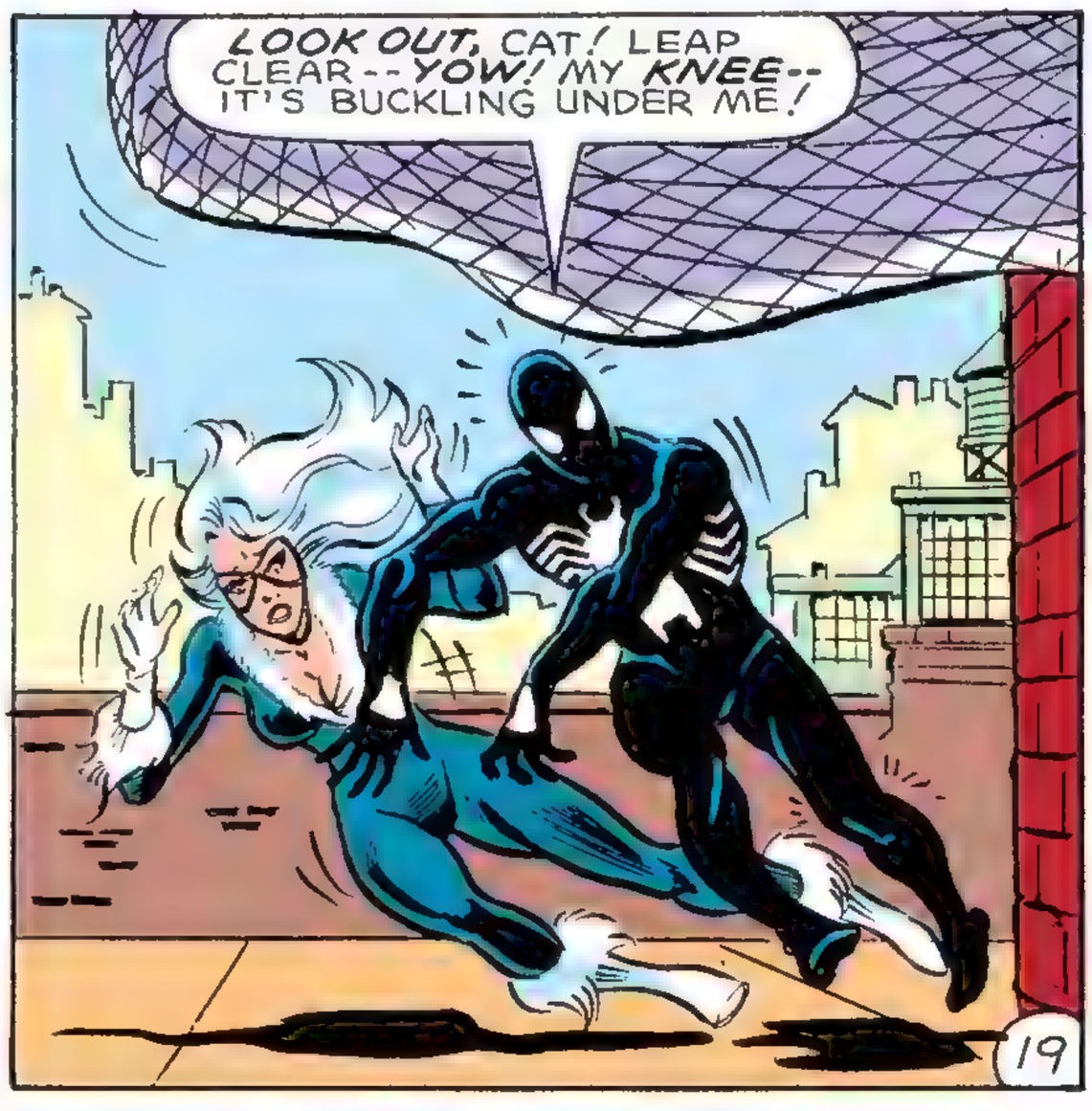
* SPIDEY GOT HIS NEW THREADS ON THE BEYONDER'S PLANET DURING THE **SECRET WARS** -- DANNY.

--CANNOT STICK TO ME!
RRIIPP
RRIIPP

SPIDER, HE'S FREE!
I-IMPOSSIBLE NOBODY'S EVER DONE THAT BEFORE!

EASY, CAT! WE DON'T KNOW WHAT HIS NEXT MOVE WILL BE!
GET BEHIND ME, SPIDER!
AH, QUITE RIGHT, CAT! I WON'T ATTACK YOU--


--BUT I WON'T HESITATE TO THROW YOUR LOVER'S OWN WEB NET RIGHT BACK AT HIM!


LOOK OUT, CAT! LEAP CLEAR--YOW! MY KNEE-- IT'S BUCKLING UNDER ME!
19

I CAN'T BELIEVE IT! TRAPPED BY MY OWN WEBBING!

SORRY, CAT! I THOUGHT I COULD JUMP OUT OF THE WAY--BUT BECAUSE OF MY INJURED KNEE, I GOT US *BOTH* CAUGHT!

THIS IS INCREDIBLE! BECAUSE THE ANSWER WASN'T ATTACKING ME--AND BECAUSE SPIDER ONLY *ACCIDENTALLY* FELL INTO ME, MY BAD LUCK POWERS COULDN'T SAVE ME!

IT SEEMS THERE ARE *LIMITS* TO MY ABILITIES I WASN'T EVEN AWARE OF! BUT THE ANSWER SEEMED TO KNOW *EXACTLY* HOW TO HANDLE ME! *HOW--?!*

YOU REALLY SHOULD BE MORE CAREFUL ABOUT USING A WEAPON THAT CAN BE TURNED *AGAINST* YOU, SPIDER-MAN! I KNEW ABOUT YOUR WEBBING--AND THEORIZED THAT THE *ANSWER* TO IT WOULD BE AN ULTRA-SLICK MATERIAL THAT IT COULD NOT CLING TO.

IF THERE'S ONE THING I CAN'T STAND, IT'S A BAD GUY WHO *GLOATS!* C'MON, *ANSWER,* WHAT'VE YOU GOT PLANNED FOR US?

JUST NOW? *NOTHING!* I HAVE LEARNED ALL I *WISHED* TO LEARN. IT IS ENOUGH THAT YOU REALIZE I HAVE *BESTED* YOU. AND NOW--

20

--I TAKE MY LEAVE!

HUH?

WELL, THAT'S A RELIEF. ER... HOW LONG WILL WE BE STUCK LIKE THIS, SPIDER?

ABOUT AN HOUR, CAT. THEN THE WEBBING WILL DISSOLVE!

BUT-- BLAST IT! HOW CAN YOU TAKE ALL THIS SO CALMLY?

BECAUSE OF MY FOUL-UPS I COULD HAVE GOTTEN US BOTH KILLED!

IF THE ANSWER HADN'T JUST DECIDED TO UP AND FLY AWAY...

THEN WE WOULD HAVE FIGURED OUT SOME WAY TO BEAT HIM! C'MON, SPIDER, CHEER UP!

IS IT REALLY SO BAD TO BE STUCK TO ME FOR AN HOUR?

WELL, NOW THAT YOU MENTION IT, NO--MMMFF.

SAY, CAT--WHY DID THE ANSWER SAY HE WOULDN'T ATTACK YOU?

ER... BEATS ME. MAYBE HE'S TOO MUCH OF A GENTLEMAN TO FIGHT A LADY!

OH, IF ONLY I WOULD TELL HIM ABOUT MY BAD LUCK POWERS--AND HOW I GAINED THEM FROM HIS ARCH-ENEMY THE KINGPIN!

BUT I'M AFRAID... AFRAID OF HOW SPIDER WOULD REACT!

WELL, I STILL HAVE TO WONDER ABOUT ONE OTHER THING.

HMM?! AND THAT IS...

IF THAT WAS THE ANSWER--

MMM-MMMM?

--WHAT THE HECK WAS THE QUESTION?!

SILLY BOY, C'MERE!

21

THE KINGPIN'S PENTHOUSE...

INTERESTING. YOU SAY THIS NEW COSTUME OF HIS MENDED ITSELF--SEEMED ALMOST TO BE ALIVE?

YES.

YOUR ASSESSMENT OF SPIDER-MAN'S POWERS AND ABILITIES SEEMED TO BE ACCURATE?

YES.

OUR ESTIMATION OF THE BLACK CAT'S ABILITIES--THIS SEEMED ACCURATE AS WELL?

YES.

AND THE BLACK CAT SEEMED UNAWARE THAT THERE WAS EVEN MORE TO HER BAD LUCK POWER THAN SHE WAS LED TO BELIEVE?

YES.

VERY WELL, THEN. THINGS ARE GOING ACCORDING TO PLAN. YOU WILL BE AVAILABLE IF I HAVE NEED OF YOUR SERVICES AGAIN?

OF COURSE.

NEXT!

BE HERE FOR:

A HOT TIME IN THE OLD MORGUE TONIGHT!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

CAPTAIN MARVEL®

HANNIGAN/WIACEK

Stan Lee PRESENTS: SPIDER-MAN® AND CAPTAIN MARVEL® --TOGETHER!

DAVID MICHELINIE PLOT / SCRIPT | GREG LaROCQUE BREAKDOWNS | MIKE ESPOSITO FINISHED INKS | DIANA ALBERS LETTERS | BOB SHAREN COLORS | DANNY FINGEROTH EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

FOILED!

HEY, MA! LOOKIT! I'M KING KONG!

HERMAN METZLER! YOU COME DOWN FROM THERE THIS INSTANT!

OOPS! I-I THINK I STEPPED ON A POLICEMAN!

THIS MUST BE THE PLACE!

INDEED IT IS--THE NASSAU COUNTY SCIENCE EXPOSITION, WHERE A FUNCTIONING, FULLY DETAILED MODEL OF MANHATTAN ISLAND HAS DRAWN THOUSANDS OF EAGER TOURISTS... AND ONE VERY CURIOUS--

--SPIDER-MAN!

WHEN I WAS PETER PARKER, SCIENCE STUDENT, I WOULD'VE BEEN HERE ON EXTRA CREDIT ASSIGNMENT.

BUT AS A FULL-TIME SPIDER-MAN I HAVE OTHER CONSIDERATIONS -- THE SAME ONES THAT *TOUR GUIDE* IS TALKING ABOUT!

THAT'S RIGHT, FOLKS, THIS MODEL IS A GRAPHIC REPRESENTATION OF THE USEFULNESS OF THE ROXXON CORPORATION'S LATEST BREAK-THROUGH--

--*TECHNAFOIL*, A MIRACLE CONDUCTING MATERIAL THAT, WHEN USED IN CONJUNCTION WITH ADVANCED GENERATORS, COULD POWER THE ENTIRE CITY OF NEW YORK--

--FOR WHAT IT COSTS TODAY TO MERELY LIGHT THE ROCKEFELLER CENTER CHRISTMAS TREE!

THAT FOIL'S WORTH ITS WEIGHT IN GOLD--OR MAYBE PLATINUM!

WHICH IS PROBABLY WHY THE ONLY OTHER SUPPLIES OF IT ON THE EAST COAST HAVE BEEN *STOLEN* IN THE LAST TWO DAYS!

WITH LUCK, THIS EXPO COULD BE THE NEXT TARGET-- AND THE PHOTOS I TAKE WITH MY AUTOMATIC CAMERA WILL HELP PAY MY RENT!

BUT I ALMOST HOPE I'M WRONG...

...BATTLING THE *BEYONDER* IN THAT OTHER GALAXY WAS QUITE A WORKOUT,* EVEN IF IT DID NET ME A NIFTY NEW COSTUME.

AND I SURE COULD USE A REST.

*SEE MARVEL SUPER HEROES SECRET WARS, ON SALE NOW--DANNY.

HOWEVER...

WH-WHO ARE *THOSE* GUYS?!

LOOK OUT! THEY'VE GOT *GUNS!*

NUTS. 2

EVERYBODY DOWN ON THE FLOOR AN' YA WON'T GET HURT!

CHUT-UT-UT-UT-UT-UT

EYES RIGHT, WALLY! GUARDS COMIN'!

NO SWEAT, AL--

--THESE GELATIN BULLETS ARE FILLED WITH KNOCK-OUT JUICE! THEY'LL PUT THOSE SCREWS TO SLEEP FASTER'N A RERUN OF "GILLIGAN'S ISLAND"!

PHUT

SPOW

HEY, WATCH YOUR LANGUAGE! I *LIKE* "GILLIGAN'S ISLAND"!

THOK

SPIDER-MAN! AT LEAST I *THINK* IT IS!

HE DON'T LOOK LIKE THE SPIDER-MAN *I'VE* SEEN!

AN' MAYBE HE AIN'T AS *TOUGH* EITHER!

NAIL 'IM!

BLAST!

HE'S TOO QUICK! CAN'T GET A BEAD ON 'IM!

PCHAF

3

HE DUCKED INTO THE DISPLAY! I'LL GRAB THE TECHNA-FOIL--

--YOU GUYS GET SPIDER-MAN!

HEY, THE WASHINGTON SQUARE ARCH! I MET THIS HIPPIE DAME DOWN THERE ONCE. TALK ABOUT YOUR KNOCK-OUTS--!

KRAK

E-EARL'S STOPPED TALKIN', JIMBO! M-MAYBE WE OUGHTA GET OUTTA HERE!

AW, CLAM UP, SNIGGERS. THIS AIN'T NOTHIN' WE CAN'T HANDLE IF WE PUT OUR HEADS TOGETHER!

K-THONK

I DON'T LIKE THIS, WILT! THERE AIN'T NO ONE LEFT BUT US TWO!

BETTER MAKE THAT--

HUH?!

THHHHWIP

--"US TWO"!

WHOOT

AND SOON IT'S JUST GOING TO BE *ONE!*

YOU'RE RIGHT, HERO!

BUT THAT'S GONNA BE *SOONER* THAN YOU *THINK!*

BIP

WHA--? THEY'RE FADING OUT! DISAP-PEARING!

ALL OF THEM!

LEAVING *ME* TO EXPLAIN TO THE GUYS WITH THE BADGES JUST WHAT THE HECK'S GOING ON!

IT'S GONNA BE ONE OF THOSE DAYS...!

NO, ACTUALLY, IT'S GOING TO BE A DAY UNLIKE ANY OTHER, NOT ONLY ON LONG ISLAND--

MARITIME MUSEUM

--BUT IN LOWER MANHATTAN, AT THE CITY'S UNIQUE MARITIME MUSEUM--

--WHERE MONICA RAMBEAU, INCREASINGLY BETTER KNOWN TO THE WORLD AS ***CAPTAIN MARVEL,*** *TAKES ADVANTAGE OF SOME RARE TIME OFF...*

THIS REMINDS ME OF HOME.

BACK WHEN I WAS WITH THE NEW ORLEANS HARBOR PATROL, BEFORE I BECAME AN *AVENGER*, THE SEA WAS MY LIFE.

AND IT STILL IS.

5

I'VE ALWAYS BEEN FASCINATED BY THE WORLD'S WATERS, BY THEIR MYSTERY, THEIR LEGENDS. LIKE THIS JEWEL--THE "WINDSTONE".

IT'S SAID THAT IN ANCIENT TIMES, WHEN THE WINDSTONE WAS TOUCHED BY *ST. ELMO'S FIRE*,* IT COULD TRANSPORT A SHIP OVER DAYS OF OCEAN IN MERE SECONDS. OF COURSE, THAT'S JUST--

--OH! M-MY SKIN! TINGLING LIKE I'VE BEEN DROPPED IN SNOW! WHAT--?

HOLD IT!

*FLAMING ELECTRICAL DISCHARGE SOMETIMES SEEN ON SHIPS' MASTS DURING STORMS--DANNY THE SAILOR MAN.

DON'T MOVE AN' YA WON'T DIE!

ARMED MEN--APPEARING OUT OF NOWHERE!

STOP THOSE TWO!

I GOT THE GUARD!

DON'T KNOW WHAT'S GOING ON--

--BUT I *DO* KNOW WHAT TO DO ABOUT IT!

CAPTAIN MARVEL!

WH-WHERE'D *SHE* COME FROM?! THE DOC DIDN'T SAY NOTHIN' ABOUT FACIN', NO SUPER-TYPES!

TAKE 'ER OUT!

6

I'M TRYIN'! BUT THE BULLETS ARE GOIN' RIGHT THROUGH HER!

THAT'S JUST *ONE* OF THE ADVANTAGES OF BEING ABLE TO TURN YOUR BODY INTO PURE ENERGY!

KRISH

I'VE GOT THE STONE!

NOW LET'S GET OUT OF--

--HUH? H-HOW'D YOU GET OVER *HERE*?!

NO MATTER! IF I CAN'T GO AROUND YA, I'LL GO--

HANDY THING--

--THROUGH?

--BEING ABLE TO CAST *LIGHT IMAGES* OF MYSELF!

SKWUNCH!

YOU SHOULD SEE ME AT PARTIES!

THE ONLY PARTY YOU'RE GONNA BE AT IS YOUR OWN *WAKE!*

BLAST 'ER!

LOOKS LIKE THESE GENTLEMEN NEED TO BE SHOWN THAT I CAN BECOME OTHER FORMS OF ENERGY. LIKE, FOR INSTANCE--

"--ELECTRICITY!"

URK

NRF

OOK

THOSE THREE ARE OUT COLD-- BUT THE LAST ONE'S GETTING AWAY! HEADING OUT AN EXIT!

SO I'D BETTER MAKE AN "EXIT" OF MY OWN!

A QUICK, SPARKLING CHANGE INTO X-RAY ENERGY--

--AND CAPTAIN MARVEL SOARS HIGH OVER THE SOUTH MANHATTAN SKYLINE!

8

IT'S TOO BAD THE X-RAY ENERGY DOESN'T EXTEND TO MY *VISION*!

BUT THE COSTUME THAT GOON WAS WEARING IS PRETTY GARISH, SO I SHOULDN'T HAVE MUCH TROUBLE SPOTTING--

--THERE HE IS!

THE REST SHOULD BE EASY...!

HOWEVER, WITH ONE PUSH OF A PLASTIC BUTTON--

BIP

--THE "EASY" BECOMES--

--VERY COMPLICATED!

WHA-- I'VE TURNED SOLID!

I CAN'T FLY!!

INSIDE AND OUT, THE WOULD-BE THIEVES FADE, VANISH...

...DISAPPEARING AS QUICKLY AND SURELY AS MONICA RAMBEAU'S HOPES FOR SURVIVAL!

WHAT'S HAPPENING?! I-I CAN'T CHANGE INTO ENERGY! *ANY* ENERGY!

AND FROM THIS HEIGHT, I-I'LL BE *CRUSHED* WHEN I HIT THE PAVEMENT!

9

SHE FALLS.

BRACING FOR IMPACT.

MIND RACING.

UNTIL...

DID IT!

CHANGED TO X-RAYS!

BUT WHY COULDN'T I CHANGE BEFORE?

WHY?!

SECONDS LATER, AT THE MARITIME MUSEUM...

I'M AFRAID THOSE THIEVES GOT AWAY, SIR. IT WAS ALMOST LIKE THEY DIS-APPEARED INTO THIN AIR!

I'M THE MUSEUM'S CURATOR, CAPTAIN, AND I'M GRATEFUL FOR YOUR HELP--

--BUT SINCE THOSE BANDITS FAILED ONCE, MIGHTN'T THEY TRY AGAIN?

I'D BE HAPPY TO TAKE THE WINDSTONE TO AVENGERS MANSION FOR SAFEKEEPING, IF YOU LIKE.

THAT WOULD BE MUCH APPRE-CIATED.

AND WHILE I'M THERE, MAYBE I CAN FIGURE OUT WHAT JUST HAPPENED TO ME!

BUT CAPTAIN MARVEL ISN'T THE ONLY ONE IN NEED OF TIME TO THINK. FOR, MILES TO THE NORTH, WITHIN THE SHELTER OF A PRIVATELY ENDOWED SUBURBAN RESEARCH INSTITUTE--

PAULSON FOUNDATION

--A HOLLOW-EYED MAN SITS IN A ROOM WITH DRAWN BLINDS, SEEKING ANSWERS IN ALCOHOL.

FINDING NONE.

BUT LOOKING JUST THE SAME...

10

...UNTIL THE SILENT SEARCH IS INTERRUPTED BY...

DR. PAULSON? THE FIELD AGENTS HAVE RETURNED, SIR!

THANK YOU, ALICE. I'LL GO TO THE REINTEGRATION AREA IMMEDIATELY!

AND SOON, IN A SPACIOUS LABORATORY BUILDING NEARBY...

AH! I SEE YOU HAVE THE REST OF THE TECHNAFOIL, DR. LORBER. AND THE WINDSTONE-- WHERE IS IT?

I, UM, I'M AFRAID THE FIELD TEAM LOST IT, DR. PAULSON. THEY HAD SOME TROUBLE WITH--

WHAT?!

YOU UNMITIGATED, INCOMPETENT *MORONS!* HOW COULD YOU *POSSIBLY* LET YOURSELVES FAIL?! THAT STONE IS THE KEY! WITHOUT IT, WE'RE LOST!

ALL OF US!

ERIC! PLEASE! Y-YOU'RE RAVING--!

UNDER THE CIRCUMSTANCES, WILLIAM, WHAT WOULD YOU *EXPECT*?

BUT WE'RE ALMOST FINISHED! THIS LAST ROLL OF TECHNAFOIL WILL MAKE THE *P.R.I.D.E.* GENERATOR OPERATIVE! I KNOW YOU'RE STILL CONCERNED ABOUT OUR METHODS, BUT THINK OF WHAT WE'LL ACHIEVE!

JUST REMEMBER THE EXAMPLE YOU GAVE ME WHEN YOU FIRST RECRUITED ME TO THIS PROJECT, OF A PIONEER FAMILY, ALONE IN THE WILDERNESS, WHERE ONE MEMBER IS STRUCK WITH AN INCURABLE, *CONTAGIOUS* DISEASE!

THE LEADER WOULD HAVE NO OTHER CHOICE BUT TO TAKE THAT MEMBER AWAY-- AND *KILL* HIM!

A HORRIBLE, PAINFUL TASK, BUT ONE NECESSARY TO THE SURVIVAL OF THE WHOLE!

I KNOW, WILLIAM. I'VE TOLD MYSELF THAT A THOUSAND TIMES--A *HUNDRED* THOUSAND. BUT THAT WON'T MAKE IT ANY EASIER WHEN I HAVE TO PUSH THE BUTTON--

--THE BUTTON THAT WILL WIPE A BILLION LIVING HUMAN BEINGS FROM THE FACE OF THE EARTH!

WHILE IN MANHATTAN, ON THE ROOF OF THE DAILY BUGLE *BUILDING...*

NOBODY AROUND.

TIME TO GO INTO MY "HOCUS POCUS" ROUTINE!

TIME WAS WHEN I HAD TO CHANGE INTO CIVILIAN CLOTHES MYSELF. NOW--

--MY NEW *COSTUME* DOES IT *FOR ME!*

TALK ABOUT YOUR ULTIMATE WASH-AND-WEAR...!

QUIETLY, PETER PARKER SLIPS INTO A ROOFTOP STAIRWELL, DESCENDING TO EDITORIAL OFFICES WHERE HE QUICKLY SELLS HIS SPIDER-MAN PHOTOS.

AND THEN, SOME TIME LATER--

--AS HE SCANS BACK ISSUES IN THE BUGLE'S 15th-FLOOR "MORGUE"...

NOPE. NOTHING IN RECENT WEEKS ABOUT ANY CROOKS USING A "FADE-OUT" ESCAPE METHOD. I WAS HOPING THAT--

FIND ANYTHING INTERESTIN', PETEY?

UH, NO, BERT, I'M AFRAID NOT.

12

TRY THE FUNNY PAPERS. I LIKE TO READ *STEVE CANYON* M'SELF, ON MY BREAKS.

NOW *THAT* FELLA HAD AN EXCITIN' LIFE!

THE REAL WORLD NOT THRILLING ENOUGH FOR YOU BERT?

NAH, NOT 'LESS YOU'RE A CRIME-FIGHTER LIKE THAT CAP'N MARVEL LADY. COPY BOY JUST BROUGHT IN THE LATEST EDITIONS ALL ABOUT HER BATTLIN' SOME CROOKS THAT UP AN' *DISAPPEARED* ON HER!

"DISAPPEARED"? THAT COULD BE THE CONNECTION I'M LOOKING FOR!

THANKS FOR THE HELP, BERT.

I HAVE TO GO NOW.

SO SOON? B-BUT I WAS GONNA GET US SOME DANISH AN' TELL YA ABOUT THE TIME I MET MILT CANIFF HIMSELF, BACK IN '53--!

SOME OTHER TIME, BERT. I PROMISE.

THE LONELY MAN NODS, ALREADY LOST IN MEMORIES...

...AS BLOCKS AWAY, IN THE AVENGERS' 5th AVENUE MANSION...

THE WINDSTONE SHOULD BE SAFE HERE. I JUST WISH *I* COULD FEEL AS SECURE. I'VE NEVER HAD TROUBLE ALTERING MY FORM BEFORE, AND TO BE PERFECTLY HONEST... IT SCARES ME A LITTLE.

AH! CAPTAIN! I'M GLAD YOU'RE BACK.

I'VE AN APPOINTMENT WITH SOME YOUNG LADIES -- THE *ROCKETTES*, I BELIEVE THEY'RE CALLED -- BUT I DIDN'T WANT TO LEAVE THE MANSION UNTENANTED. AND WITH THE OTHER AVENGERS AWAY ON A VITAL MISSION...

NO PROBLEM, STARFOX -- I'LL BE HERE.

THEN, FAREWELL.

I GET THE FEELING THAT STARFOX WOULD RATHER STAY WITH ME -- BUT SOMETHINGS HOLDING HIM BACK. I'M ALMOST GLAD. I CAN'T FORGET THAT HIS BEST FRIEND WAS THE ***FIRST*** CAPTAIN MARVEL, AND SOMEHOW THAT -- OOO! M-MY SKIN! I'M SHIVERING!

13

A CHILL JUST LIKE-- OH, NO! *THEM!*

BUT HOW DID THEY GET INTO THE MANSION WITHOUT SETTING OFF A DOZEN ALARMS?!

SAY, THIS POPPIN' IN AN' OUT'S OKAY! TOO BAD IT'S JUST A SHORT-RANGE DEAL--

--I'VE ALWAYS WANTED TO SEE *TAHITI!*

WE'VE PLAYED THIS GAME BEFORE, GENTLEMEN. SO I SUGGEST YOU QUIT NOW--UNLESS YOU'RE EXTREMELY FOND OF *LOSING!*

YOU'RE THE LOSER, DOLL! 'CAUSE THIS TIME--

--WE'RE *READY* FOR YA!

WHA-- THAT MACHINE! CREATING SOME KIND OF *BEAST!*

BUT ELEC-TRICITY STOPPED THE GOONS AT THE MUSEUM--

--SO MAYBE IT'LL WORK ON THEIR PET GARGOYLE AS WELL!

ERRAND OF REVENGE

14

THEY'VE SET UP A SECOND MACHINE IN FRONT OF THE SAFE! MUST HAVE SOME KIND OF SENSOR TO HELP THEM TRACK THE WINDSTONE!

I'VE GOT TO--

--≥OORF≤ ELECTRICITY DIDN'T FAZE THE MONSTER! IT'S GRABBED HOLD OF ME--IN MY *ENERGY* FORM!

B-BUT, *HOW?!*

WHILE AT THAT MOMENT, OUTSIDE...

SO NOW WHAT?

DO I JUST KNOCK ON THE DOOR--

--AND SAY "HI! SEEN ANY DISAPPEARING CROOKS LATELY?" OR--

PRABOOM

I THINK I'VE FOUND MY WAY IN!

HOWEVER...

WHOA! ON SECOND THOUGHT, MAYBE I SHOULD WAIT FOR THE POLICE.

OR BETTER YET--

15

"--THE *MARINES!*"

SKARANG

HEY, WALLY! IT'S *SPIDER-MAN* AGAIN!

I CAN'T JUST STAND AROUND AND WATCH!

CAPTAIN MARVEL! I'LL STOP THESE WOULD-BE BURGLARS--

--WHILE YOU HANDLE THE ***BIG*** GUY!

AND THAT THE CAPTAIN DOES--

--WITH A BLINDING BURST OF IRIDESCENT LIGHT--

--FOLLOWED BY A BARRAGE OF CONCEN-TRATED GAMMA RAYS!

THE TIDE BEGINS TO TURN.

*ONLY TO BE **RE**-TURNED BY A LOYAL BUTLER NAMED JARVIS!*

TUMP

CAPTAIN MARVEL! I HEARD A CRASH AND--

--OH, DEAR!

P-PERHAPS I SHOULD HAVE STAYED IN THE *PANTRY!*

KRROOM

16

THE MONSTER SAW IT COULDN'T BEAT ME, SO IT'S GOING AFTER JARVIS!

RUN, JARVIS! I'LL USE HEAT ENERGY TO MELT PART OF THE FLOOR BEHIND YOU! THAT SHOULD SLOW THE MONSTER DOWN!

HE'S MIRED, BUT HE'S STILL CHARGING!

SPIDER-MAN! GET JARVIS OUT OF THE WAY!

GOTCHA!

AND YOU, TOO, JARV!

I DON'T THINK I CAN STOP THAT THING BY MYSELF, SPIDER-MAN! IT'S GOING TO TAKE TEAMWORK!

RIGHT!

"BWANA KONG" HERE IS A BIT OUT OF MY LEAGUE, BUT MAYBE I CAN DISTRACT HIM ENOUGH FOR YOU TO GET A CLEAR SHOT!

GOOD! TRY TO GET HIS HEAD UP! I'LL GO FOR A CENTER BLAST WITH--

HEY! HE'S GETTING LIGHTER! AND I'M LOSING HOLD!

AW, NO! DON'T TELL ME! HE'S NOT GOING TO--

--DISAPPEAR?

MY SKIN! TINGLING LIKE BEFORE!

THOSE GOONS ARE ABOUT TO FADE OUT-- AND THERE'S NOTHING WE CAN DO!

17

BUT THERE IS SOMETHING THAT SPIDER-MAN CAN DO, WITH QUICK THINKING--

--AND AN EVEN QUICKER TOSS OF A SPIDER-TRACER!

THAP

I CAN FOLLOW THAT TRACER WITH MY SPIDER-SENSE, BUT MY RANGE IS LIMITED! AND THOSE GOONS COULD BE ANYWHERE IN THE WORLD!

MARVEL! DID THOSE CROOKS GIVE YOU ANY IDEA AT ALL WHERE THEY CAME FROM?

NO, NOT REALLY. THEY DID SAY THAT THEIR FADE-OUT ABILITIES COULDN'T TAKE THEM VERY FAR, BUT--

GOOD! THEN WE'VE GOT A CHANCE! I CAN'T FLY, SO WE'LL HAVE TO TAKE ONE OF THE AVENGERS' QUINJETS! COME ON!

CAPTAIN MARVEL PROTESTS--

--SAYING THAT THEY SHOULD GET THE OTHER AVENGERS, OR AT LEAST WAIT FOR STARFOX TO RETURN.

BUT SPIDER-MAN IS CONFIDENT, INSISTING THAT THEIR OPPONENTS ARE ON THE RUN, AND CAN SURELY BE DEFEATED IN ANY NEW ENCOUNTER.

CAUGHT UP IN THE WEB-SLINGER'S ENTHUSIASM, CAPTAIN MARVEL AGREES. SHE MAY LATER WISH SHE HADN'T.

WHILE SEVERAL MILES NORTH OF THE HEROES' OUTWARDLY-SPIRALLING SEARCH...

THE WINDSTONE IS IN PLACE, ERIC!

THE P.R.I.D.E. GENERATOR IS COMPLETE!

18

ALL THAT REMAINS IS FOR YOU TO ACTIVATE IT.

I KNOW.

HEAVEN HELP ME... I KNOW.

AND I'LL DO WHAT I MUST. I'LL PERFORM THE CURSED DEED.

JUST AS SOON AS I'VE--

--EH?

ON THAT FIELD AGENT'S LEG!

YOU FOOL! THIS IS SOME SORT OF *TRACKING* DEVICE!

YOU'VE BEEN--

SKARASH!

--FOLLOWED.

WAIT! STOP! PLEASE--!

THERE'S NO NEED FOR VIOLENCE! I-I'LL EXPLAIN! YOU'LL UNDERSTAND!

WHAT I'M DOING IS FOR *EVERY-ONE!*

I'M A GLOBAL ECONOMIST, AND AFTER YEARS OF STUDY I'VE DETERMINED THAT THE MAJOR PROBLEM FACING THIS COUNTRY, THIS WORLD, IS *OVER-POPULATION!*

ALL OF THE PAIN AND MISERY THAT IS SWEEPING THIS PLANET CAN BE TRACED TO ONE ROOT: TOO MANY *PEOPLE!* I SAW THAT IF SOMETHING WASN'T DONE SOON, NATURE WOULD CUT THAT ROOT ON ITS OWN, THROUGH WAR, DISEASE, FAMINE!

AND SO... I *DID* SOMETHING!

19

I CREATED *P.R.I.D.E.* --*P*OPULATION *R*EDUCTION BY *I*NTER-*D*IMENSIONAL *E*X-PULSION--A SYSTEM UTILIZING A NEW FORM OF ENERGY MY RESEARCHERS DISCOVERED--

--AN ENERGY THAT BREACHES DIMENSIONS, AND WAS USED BOTH TO BRING FORTH A CREATURE TO COMBAT CAPTAIN MARVEL, AND TO TRANSPORT MY FIELD CREWS TO WHERE THEY COULD OBTAIN TECHNAFOIL AND THE WINDSTONE, NEEDED TO CONDUCT AND FOCUS THE ENERGY FOR MY *P.R.I.D.E. GENERATOR!*

THAT GENERATOR WILL BE USED TO OPEN SPACE-TIME GAPS AROUND ALL WORLD CAPITOLS, CAUSING THEM TO BE INSTANTLY DRAWN INTO OTHER HABITABLE DIMENSIONS!

WORLD POPULATION WILL BE CUT DRASTICALLY IN A MATTER OF SECONDS!

GOVERNMENTS THAT HAVE BEEN TOO *COWARDLY* TO SOLVE THE PROBLEM THEMSELVES WILL BE FREE TO WAGE THEIR PETTY SQUABBLES ELSEWHERE--WHILE THE EARTH WILL BE ABLE TO REBUILD ITSELF WITH A REASONABLE POPULATION!

IT'S SO SIMPLE.

DON'T YOU SEE...?

CAPTAIN, I DON'T KNOW IF THIS LUNATIC CAN REALLY DO WHAT HE SAYS, BUT--

I KNOW.

WE HAVE TO *STOP* HIM!

THEN LET'S DO IT!

IDIOTS!

YOU'RE BLIND! *BLIND!*

BUT I'LL SHOW THEM!

KLAK

I'LL SHOW THEM *ALL!*

20

AND WHAT HE SHOWS IS--

--CHAOS!

BITS AND PIECES OF OTHER DIMENSIONS, POPPING IN AND OUT ALL OVER THE PLACE!

THE GENERATOR'S ACTUALLY *WORKING!*

CAN'T YOU JUST ZAP IT OR SOMETHING?

I DON'T KNOW WHAT'S POWERING IT! IF I USE THE WRONG TYPE OF ENERGY, I MIGHT START A CHAIN REACTION--

--ONE THAT COULD DESTROY THE *WORLD!*

WORLD... M-MUST SAVE... THE WORLD...!

BLAST! IF WE ONLY KNEW WHAT THAT GEMSTONE WAS FOCUSING, WE COULD-- WAIT! MAYBE THAT'S THE ANSWER!

IF THE WINDSTONE IS FOCUSING DIMENSONAL ENERGY AROUND WORLD CAPITOLS, MAYBE IT CAN BE FORCED INTO FOCUSING THAT SAME ENERGY--

--ON *ITSELF!*

21

UNG DON'T KNOW WHAT THIS POWER... IS DOING TO MY BODY--

--BUT MY MUSCLES FEEL LIKE THEY'RE TURNING TO PASTE!

GOTTA KEEP GOING!

KEEP TWISTING ...THIS SUPPORT BRACE...

...UNTIL IT'S POINTED... *STRAIGHT*...

...*DOWN!* GET DOWN! MY SPIDER-SENSE IS GOING CRAZY! THE MACHINE'S GONNA BLOW!

I-I DON'T UNDERSTAND! THE GENERATOR! MY GENERATOR! IT'S GLOWING! PULSING! I-IT'S--

GONE! DESTROYED BY THE CHAIN REACTION OF THE ENERGIES! WE DID IT! OVER-CROWDED OR NOT--

--OL' MOTHER EARTH IS STILL INTACT!

THE DANGER'S OVER NOW, CM--IT'S SAFE TO CHANGE BACK FROM YOUR LIGHT FORM.

I...I WISH I *COULD!*

HUH?

THIS MORNING, FOR A FEW SECONDS, I HAD TROUBLE CHANGING *INTO* MY ENERGY FORM.

BUT EVER SINCE THAT GENERATOR STARTED, FOR SEVERAL MINUTES, I'VE BEEN TRYING TO CHANGE *OUT* OF IT--AND I *CAN'T!* SPIDER-MAN, I-IF I DON'T FIGURE OUT WHAT'S GOING ON--

--I MAY NEVER BE *HUMAN* AGAIN!

CONTINUED NEXT ISSUE? YOU BET!

MARVEL®

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JULY
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MARVEL TEAM-UP®

SPIDER-MAN®

AND

STARFOX™

Stan Lee PRESENTS: SPIDER-MAN AND STARFOX -- TOGETHER!

SHIFTS AND PLANES

SHE IS A WOMAN WHO KNOWS.

FOREMOST, SHE KNOWS THAT SHE IS **MONICA RAMBEAU**, AN EX-OFFICER WITH THE NEW ORLEANS HARBOR PATROL, AND THE NEW **CAPTAIN MARVEL**, A TOP MEMBER OF THE ELITE FIGHTING FORCE CALLED THE AVENGERS.

SHE ALSO KNOWS THAT MERE MOMENTS AGO SHE HELPED THE AMAZING **SPIDER-MAN** KEEP A WELL-INTENTIONED LUNATIC FROM TRANSPORTING DOZENS OF WORLD CAPITALS TO AN UNNAMED, UN-IMAGINABLE DIMENSION.

BUT BECAUSE OF THOSE EVENTS, THERE IS NOW ONE VERY CRUCIAL FACTOR THAT SHE **DOESN'T** KNOW...

SPIDER-MAN, WILL I EVER BE... HUMAN AGAIN?

DAVID MICHELINIE
PLOT / SCRIPT
GREG LAROCQUE
PENCILS
MIKE ESPOSITO
INKS
DIANA ALBERS
LETTERS
CHRISTIE SCHEELE
COLORS
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

HEY, COME ON, MARVEL, WE'VE BEEN THROUGH A LOT! MAYBE YOU'RE JUST TOO SHAKEN TO CHANGE BACK! HECK, SOMETIMES I EVEN FORGET WHICH END OF A *TOOTHBRUSH* TO USE!

MAYBE IF YOU CONCENTRATE--

I'VE *BEEN* CONCENTRATING. THAT'S NOT THE ANSWER.

IT'S ALL SO STRANGE... EARLIER TODAY, WHEN DR. PAULSON'S GOONS TELEPORTED BETWEEN DIMENSIONS, I SOMEHOW CHANGED FROM ENERGY TO HUMAN FORM IN MIDAIR!*

AND NOW, EVER SINCE WE DESTROYED PAULSON'S DIMENSIONAL GENERATOR, I CAN'T CHANGE *OUT* OF MY ENERGY FORM!

WORLD... HEH... I-I'VE SAVED... HEH... THE WORLD...!

OH, PUT A SOCK ON IT, PAULSON!

*LAST ISSUE-- DANNY.

I FIRST GAINED MY POWERS THROUGH THE EXPLOSION OF A MACHINE THAT WAS DIMENSIONAL IN NATURE, SO THERE COULD BE A LINK. BUT... *WHAT?*

HEY! THAT SOUNDS LIKE SOMETHING I WAS RESEARCHING BACK WHEN I WAS IN GRADUATE SCHOOL--!

MARVEL... DID THAT MACHINE HAVE ANYTHING TO DO WITH THE INTERFACING OF DIMENSIONS?

WELL, I THINK PROFESSOR LeCLARE DID MENTION *SOMETHING* LIKE THAT, BUT--

THEN THAT COULD BE IT! MAYBE THE EXPLOSION CREATED SOME SORT OF AFFINITY BETWEEN YOU AND ANOTHER DIMENSION! AND WHENEVER YOU BECOME ENERGY, YOUR *PHYSICAL* FORM TRANSFERS TO THAT OTHER DIMENSION!

SO WHEN PAULSON'S GENERATOR OVERLOADED, IT MAY HAVE SET UP SOME SORT OF INTERFERENCE THAT KEEPS YOU FROM *RETRIEVING* YOUR PHYSICAL SELF FROM THE ENERGY PLANE!

WELL, I... I SUPPOSE THAT'S POSSIBLE.

2

BUT IT DOESN'T DO ANY-THING TO HELP ME GET MY *BODY* BACK!

NO, BUT *THIS* MIGHT!

IT'S ONE OF THE WRIST UNITS PAULSON'S HENCHMEN USED TO TRAVEL THROUGH DIMENSIONS!

IF WE ACTIVATE IT, MAYBE IT'LL GIVE US SOME SORT OF CLUE!

BUT WE DON'T KNOW HOW IT WORKS! IT COULD BE DANGEROUS!

SO WHAT'S THE WORST THAT COULD HAPPEN--I COULD END UP IN *CLEVELAND*?

YOU COULD *DIE*!

OH. GOOD POINT.

MAYBE WE'D BETTER TRY THIS *LONG DISTANCE*!

PWWWIIIP

NOTHING! JUST A FEW SPARKLES. SORRY, CAPTAIN. IT'S TOO BAD *PAULSON'S* LOST HIS MIND--HE MIGHT HAVE BEEN ABLE TO TEACH US HOW THE THING WORKS.

I DON'T SUPPOSE *THIS* GENTLEMAN WOULD DO INSTEAD?

WHO--?

3

STARFOX!

THE AVENGERS' COSMIC TRAINNEE! AND HE'S CARRYING PAULSON'S PARTNER, DR. LORBER!

WHEN I RETURNED TO AVENGERS MANSION FROM MY SOIRÉE WITH THE ROCKETTES, JARVIS TOLD ME OF THE BATTLE YOU HAD WITH SOME UNINVITED GUESTS-- SORRY I MISSED IT.

BUT THINKING THERE MIGHT BE MORE ADVENTURE TO BE HAD, I HOMED IN ON THE IDENTIFICATION FREQUENCY OF THE QUINJET YOU TOOK, AND FOLLOWED YOU HERE --

--WHERE I SAW THIS FELLOW SKULKING AWAY RATHER RAPIDLY, AND THEREFORE ASSUMED HE MUST BE GUILTY OF ***SOMETHING***. CARE TO FILL ME IN ON THE DETAILS?

I THINK WE'D BETTER. IN A NUTSHELL, 'FOX...

"...SPIDER-MAN AND I GOT TOGETHER AFTER WE'D BOTH BATTLED GROUPS OF GOONS WHO APPEARED AND DISAPPEARED AT WILL.

"AFTER FIGHTING MORE OF THEM AT THE MANSION--

"-- WE WERE ABLE TO TRACK THEM HERE, THANKS TO SPIDER-MAN'S SPIDER-TRACER.

"WE FOUND THAT THE GOONS WERE WORKING FOR ***DR. ERIC PAULSON*** AND HIS ASSISTANT, DR. LORBER.

"THEY HAD A MAD PLAN TO REDUCE WORLD POPULATION BY SENDING GLOBAL CAPITALS INTO ANOTHER DIMENSION!

"AND THEY ***ALMOST*** SUCCEEDED! BUT WHEN THEIR DIMENSIONAL GENERATOR WAS ACTIVATED, SPIDER-MAN WAS ABLE TO TURN ITS ENERGY ON ITSELF--

"--AND THE RESULTING OVERLOAD CAUSED THE MACHINE TO ***VANISH!***

"BUT FOR SOME REASON, THAT DISAPPEARANCE IS PREVENTING ME FROM CHANGING FROM ENERGY BACK TO HUMAN FORM!"*

*ALL LAST ISSUE--DANNY. 4

THEN PERHAPS *THIS* FELLOW MIGHT PROVIDE A SOLUTION-- IF PERSUADED *GENTLY* ENOUGH!

B-BUT THERE'S NOTHING I CAN DO! IF THE GENERATOR HAS BEEN DESTROYED, THE EFFECTS ARE ALMOST CERTAINLY *PERMANENT!*

--HUH? I FORGOT SHE'S INTANGIBLE. MY HAND WENT RIGHT *THROUGH* HER! BUT MY SPIDER-SENSE--IT'S TINGLING!

DON'T WORRY, CAPTAIN, WE'LL FIND SOME WAY TO--

BUT IT ONLY TINGLES IF THERE'S DANGER! *OR*--

--IF IT PICKS UP THE SIGNAL FROM MY *SPIDER-TRACER!*

AND SINCE IT'S ONLY TINGLING WHENEVER I TOUCH CAPTAIN MARVEL, AND SINCE I SAW PAULSON DROP MY TRACER ON THAT GENERATOR BEFORE IT VANISHED--!

LORBER! IS IT POSSIBLE THAT THE GENERATOR *WASN'T* DESTROYED, THAT IT STILL EXISTS--AND IS *FUNCTIONING?*

WHY, I SUPPOSE SO... YES!

AND IF THE GENERATOR *IS* OPERATING IN SOME OTHER DIMENSION, IT COULD BE SETTING UP SOME SORT OF INTERFERENCE BETWEEN OUR DIMENSION AND THE ONE WHERE CAPTAIN MARVEL GETS HER POWERS!

IN THAT CASE, WE MUST FIND THE GENERATOR AND DESTROY IT! *IMMEDIATELY!*

UH... "WE"?

NEVERTHELESS, MOMENTS LATER IN A NEARBY LAB...

INTERESTING MECHANISM. PRIMITIVE, BUT WITH A CERTAIN CHARM.

IT WAS A PROTOTYPE FOR OUR P.R.I.D.E. GENERATOR--P.R.I.D.E. STANDING FOR POPULATION REDUCTION BY INTER-DIMENSIONAL EXPULSION.

IT DOESN'T HAVE THE POWER OF THE LARGER MACHINE, BUT IT SHOULD BE ABLE TO HOME IN ON THE OTHER GENERATOR AND GET YOU INTO THE DIMENSION WHERE IT NOW EXISTS.

AND, HOPEFULLY, BACK *OUT* AGAIN.

TERRIFIC...

5

THIS WRIST UNIT WILL SERVE AS A REMOTE CONTROL, ACTIVATING THE PROTOTYPE GENERATOR TO BRING YOU BACK. BUT IF THE GAP BETWEEN DIMENSIONS CLOSES COMPLETELY, AND THIS WARNING LIGHT FADES--

--YOU COULD BE TRAPPED THERE *FOREVER!*

THE UNIT MAY APPEAR UNGAINLY, BUT--EH? Y-YOUR COSTUME! FLOWING TO COVER THE UNIT!

ALMOST AS IF THE FABRIC RESPONDED TO YOUR VERY THOUGHTS!

DON'T TELL ANYONE, DOC--

--BUT IT DOES!

SOON AFTER, A SWITCH IS THROWN, AND...

I SHOULD BE GOING WITH YOU!

NO, CAPTAIN, THE DIMENSIONAL INTERFACE COULD CAUSE YOUR UNSTABLE ENERGIES TO CHAIN REACT-- THE DANGER IS TOO GREAT.

SO WE WILL GLADLY FACE THAT DANGER *FOR* YOU!

AGAIN WITH THE "WE"! SHEESH!

FAREWELL!

A CRACKLE OF COLOR, AND IN THE WINK OF AN EYE--

--THE SMALL LABORATORY BECOMES LONELIER BY TWO.

AND IN THAT NEW EMPTINESS, CAPTAIN MARVEL FEELS FEAR FOR THE FUTURE...AND HOPE IN HER FRIENDS--

--COMPATRIOTS WHO, SECONDS OR EONS LATER, APPEAR ON A LANDSCAPE OF DESOLATE, ALMOST HAUNTING BEAUTY...

HOO-BOY. WHY DO I FEEL THAT *ROD SERLING* IS GOING TO POP UP ANY MINUTE AND SAY, "IMAGINE, IF YOU WILL, A WORLD UNLIKE ANY OTHER..."

6

UH-OH! LOOKS LIKE IT'S NOT *COMPLETELY* UNLIKE ANY OTHER! THERE'S DANGER *HERE*, TOO! MY SPIDER-SENSE IS GOING--

--CRAZY!

HEADS UP, STAR-FOX!

SHHWTTT

WHOOOP! BETTER MAKE THAT HEADS *DOWN*!

THEY ARE NOT OF THE MAHKO! ≡OONF≡

THEY MUST DIE!

I *KNEW* I WAS GONNA LIKE IT HERE...!

GOTTA SAY ONE THING FOR THESE GUYS, 'FOX--

--THEY DO MAKE A HECKUVA FIRST IMPRESSION!

THEY DO, INDEED! AND NOW WE MUST SHOW THEM OUR GRATITUDE--

--BY MAKING THE BATTLE A GLORIOUS ONE!

HE DOES THIS KIND OF THING FOR *GLORY*? WELL, I GUESS I CAN UNDERSTAND THAT--

--THOUGH I DON'T KNOW IF I *ADMIRE* IT!

7

BUT THEN...

AIIEEE! SKY-FIRE!

RUN!

SOME SORT OF FIREBALLS! CHASING THE ATTACKERS AWAY! MOST ILLUMINATING.

IF YOU THINK *THAT'S* SOMETHING, 'FOX--

"-- TAKE A LOOK AT WHO *THREW* THEM!"

THE WARRIORS OF THE *MAHKO CLAN* FEAR BUT ONE THING--FIRE! THE FLAMES FROM OUR SUN CRYSTALS MERELY STARTLED THEM.

THEY WILL RETURN.

AH, THEY'RE JUST A BUNCH O' SCAREDY-CATS!

"AND, 'FOX--I CAN UNDERSTAND WHAT BOTH SIDES ARE SAYING--EVEN THOUGH I DON'T KNOW THEIR LANGUAGES!"

"APPARENTLY, IN THIS DIMENSION, SPEECH IS TRANSMITTED TELEPATHICALLY AS WELL AS VOCALLY, SPIDER-MAN."

8

WE ARE THE *ELYSIAN*-- THE MAHKO ARE OUR ENEMIES. SINCE YOU FOUGHT THEM, WE MAY ASSUME THEY ARE YOUR ENEMIES AS WELL. IF THAT IS TRUE--

--YOU SHALL LIVE!

DEAR LADY, HOW COULD ONE EVEN *TOLERATE* CREATURES WHO WOULD GAIN THE ENMITY OF SUCH AN ENTRANCING AND GRACIOUS BAND AS YOURS?

NEVERTHELESS, RESCUERS AND RESCUED SOON JOIN TOGETHER, MOVING ON FOOT THROUGH THE SANDY WASTES OF AN ALIEN WORLD, ON A JOURNEY THAT EVENTUALLY TAKES THEM TO A WOODEN CITADEL THAT THE FEMALE WARRIORS CALL--

≡WHEW≡ THIS GUY SPREADS IT THICKER THAN JAM ON A MUFFIN!

--HOME!

WHAT'S SHE DOING?

SONDIA'S JUST GONNA SIGNAL WITH ONE OF THE SUN CRYSTALS.

THEY STAY COOL 'TIL YOU PRESS ONE OF THE FACETS JUST RIGHT, AND THEN...

FWUUUSH

" 'COURSE, YA GOTTA BE *REAL* CAREFUL WHEN YA CATCH 'EM AGAIN... "

NODDING, SMILING A LITTLE UNDER HIS MASK AS THE ELYSIAN GIRL TIMIDLY TAKES HIS HAND, SPIDER-MAN WATCHES HEAVY GATES SLOWLY RISE--

--AND THEN WALKS WITH THE OTHERS INTO A COMPOUND THAT APPEARS TO BE A SIMPLE, SMOOTHLY-RUN COMMUNITY.

9

YOU MUST FORGIVE OUR PEOPLES' STARES. TASKS HERE ARE ALLOTTED EQUALLY BETWEEN MEN AND WOMEN, BUT FIGHTING HAS TRADITIONALLY BEEN A FEMALE ROLE.

THEY ARE NOT USED TO MEN DRESSED IN SUCH APPARENT WARRIOR GARB AS YOURS.

THOUGH I ADMIT THAT IT WAS *BECAUSE* OF YOUR COMBAT ABILITIES THAT WE CAME TO YOUR AID.

WE WERE PARTICULARLY IMPRESSED WITH *YOUR* MANEUVERS, FLAME-HAIR.

MADAM, MY HEAD GROWS DIZZY WITH GRATITUDE.

HOW COME THEY ALL FAWN OVER HIM? WHAT AM I, CHOPPED LIV--

SIR?

MY NAME'S TAMBI, AN' I JUST WANTED TO SAY, WELL, I THINK YOU'RE KINDA CUTE.

LITTLE LADY, YOU'VE JUST MADE MY DAY...

EVENING ARRIVES, BRINGING A WELCOME MEAL... AND EXPLANATIONS.

OUR WORLD WAS PEACEFUL ONCE. EVEN THE MAHKO CLAN, THOUGH SOMEWHAT LARD-HEADED, WAS GENERALLY HARMLESS.

BUT THEN A NEW TRIBAL LEADER TOOK OVER, FANNING THE MAHKOS INTO A FRENZY OF WAR AND BLOODLUST!

10

HE IS CALLED *WILL-KILLER*, AND HE RULES WITH AN IRON HAND.

HE LOATHES THE ELYSIAN WITH A CRIMSON RAGE, AND HIS WAR AGAINST US HAS COST MANY SISTERS AND BROTHERS.

IN FACT, OUR ENTIRE PEOPLE MIGHT HAVE BEEN WIPED OUT HAD WE NOT FOUND THE MACHINE.

MACHINE? SPIDER-MAN, DO YOU THINK...?

I DO! SONDIA, COULD WE POSSIBLY SEE THIS "MACHINE" OF YOURS?

ONLY BY SIGNALING WITH SUN CRYSTALS TO HAVE THE MACHINE TURNED OFF CAN OUR PATROLS ENTER OR LEAVE.

BUT NOW WE'VE LEARNED HOW TO USE IT TO ESTABLISH AN INVISIBLE FIELD AROUND OUR CITADEL-- AND ANYONE WALKING INTO IT VANISHES INSTANTLY!

AND SOON, IN A NEARBY AUDITORIUM...

THAT'S IT, 'FOX--THE P.R.I.D.E. GENERATOR! THE FOCUSING ROD'S BEEN STRAIGHTENED OUT AND THEY'VE GOT IT WORKING AGAIN!

AFTER WE FOUND IT IN THE DESERT, OUR SCIENTISTS TOOK WEEKS TO DISCOVER HOW IT FUNCTIONED. SOME WERE KILLED IN THE PROCESS.

WEEKS? THIS *IS* A WEIRD PLACE! IT ONLY DISAPPEARED HOURS AGO TO US!

WITH YOUR ABILITIES, AND THE MACHINE'S PROTECTION, WE CAN *DEFEAT* THE MAHKOS! BUT YOU MUST SLEEP ON YOUR DECISION-- ARRANGEMENTS HAVE BEEN MADE.

SPECIAL ARRANGEMENTS FOR YOU, FLAME-HAIR.

HMMM.

UH, DON'T YOU THINK WE'D BETTER STICK TOGETHER, 'FOX? HUH?

'FOX...?

YES. ≥SIGH≤ I SUPPOSE YOU'RE RIGHT.

AND SO, AS THE NIGHT GROWS OLDER...

WE'VE GOT A PROBLEM, 'FOX. TO SAVE CAPTAIN MARVEL, WE HAVE TO DESTROY THAT GENERATOR. BUT IF WE DO THAT, WE COULD BE DOOMING THE ELYSIAN RACE!

OH, NO. DON'T TELL ME.

YOUR ASSESSMENT OF THE SITUATION IS MOST ACCURATE. AND AS I SEE IT, THERE IS BUT ONE EFFECTIVE AND HONORABLE SOLUTION.

WE MUST NEUTRALIZE THE MAHKO CLAN!

I KNEW IT...

AND THUS, SOME TIME LATER AS AN ELYSIAN PATROL MOVES OUT FROM THE CITADEL --

--TWO VISITORS MAKE AN UNSEEN EXIT OF THEIR OWN!

EASY, 'FOX! I'M *SPIDER-MAN*, NOT *MOSQUITO-MAN*! I'M NOT USED TO FLYING!

FORGIVE ME, MY FRIEND, BUT THE GENERATOR FIELD SHUTS DOWN FOR ONLY A FEW SECONDS TO LET PATROLS PASS. AND WE MUST BE BEYOND ITS RANGE BEFORE IT REACTIVATES.

12

I JUST HOPE THIS PLAN OF YOURS WORKS!

IT'S BOUND TO. IF WHAT SONDIA SAID ABOUT THE MAHKOS BEING HARMLESS PRIOR TO THEIR TAKEOVER BY THIS WILL-KILLER PERSON IS TRUE, ALL WE NEED DO IS DEFEAT *HIM* AND THE OTHERS SHOULD SCATTER LIKE CHILDREN!

YEAH. "SHOULD"...

NONETHELESS, SOON AFTER...

BOY THESE GUYS REALLY *DO* HAVE A THING ABOUT FIRE, FOX THEY PUT THEIR CAMP-FIRE UP ON A TOWER JUST TO KEEP AWAY FROM IT! MAYBE THEY *ARE* SISSIES!

IT'S THE ELYSIAN'S FLYING ALLIES! TELL THE COOK WE'VE FOUND *DESSERT!*

THEN AGAIN...

13

DO NOT WORRY--WITH MY TITAN-BORN STRENGTH, I COULD DEFEAT A DOZEN OF THESE SAVAGES WITHOUT BLINKING. WILL-KILLER WILL BE A PUSHOVER.

WE ARE FROM THE ELYSIAN TRIBE, AND WE CHALLENGE YOU FOR THE RULE OF THIS LAND!

BRING FORTH YOUR LEADER-- AND WE WILL CRUSH HIM!

NO ONE CRUSH WILL-KILLER!

WILL-KILLER CRUSH *EVERYONE!*

THAT--

--IS A *PUSH-OVER?*

14

ARE YOU PUNY MAN WHO CHALLENGE WILL-KILLER?

SORRY, UGLY, I'D REALLY LOVE TO, BUT I'M AFRAID STARFOX HAS FIRST DIBS.

DON'T YOU, 'FOX?

STARFOX?

I-IT APPEARS THAT MY EARLIER DIZZINESS... WAS MORE THAN AN AMOROUS TWINGE!

ALTHOUGH I AM IMMUNE TO EARTHLY DISEASES... THERE SEEMS TO BE SOME-THING IN THIS ATMOSPHERE... THAT IS MAKING ME RATHER ILL!

OMIGOSH! WH-WHAT'S WRONG?

OH, NO! NOT NOW!

ME?

MUCH AS I REGRET RELINQUISHING THE GLORY... I'M AFRAID YOU MUST CARRY ON THE BANNER... OF ELYSIAN HONOR!

WH-WHAT EVER HAPPENED TO "WE"?!

KROSH

15

MAYBE IF I JUST STAY OUT OF HIS REACH, I CAN THINK OF SOME WAY TO--

"-- HUH? HE PRESSED A STUD ON THE MACE HANDLE, TURNING IT INTO A MACE-AND-*CHAIN*--"

--GIVING HIM MORE *REACH* THAN ABDUL JABBAR ON STILTS!

KALASHT

SNIK

NOW HIS QUARTER-STAFF IS SHOOTING OUT SOME SORT OF CUTTING DISCS! THESE GUYS MAY NOT HAVE COMPUTERS OR MICROCHIPS--

--BUT THEIR *MECHANICAL* TECHNOLOGY IS DOWNRIGHT AWESOME!

SHHRRRING

16

GOT TO PUT SOME ROCKS BETWEEN ME AND THAT MONSTER, BUY MYSELF TIME TO THINK, TO USE MY RENOWNED WITS!

WHRACHAK

KRUNCH

COME OUT, PUNY MAN! WILL-KILLER WANTS TO WATCH YOU BLEED! COME OUT--

--NOW!

YOU WANT IT--

--YOU GOT IT!

USED MY WALL-CRAWLING ABILITIES TO CLIMB DOWN THE CANYON FACE, THEN CLIMB BACK AROUND TO SURPRISE HIM FROM BEHIND!

NOW, WHILE HE'S STILL CONFUSED FROM MY ATTACK, I CAN MOVE IN CLOSER--

--AND THEN POUR ON EVERY OUNCE OF MY PROPORTIONAL SPIDER-STRENGTH--

WHUNT

--AND GIVE HIM EVERY-THING I'VE--

17

--GOT!

THRAK

FOR A MOMENT, THE WATCHING THRONG STARES IN STUNNED, ANTICIPATORY SILENCE. AND THEN...

THAT

HURT

OH, GEEZ! ALL I DID WAS MAKE HIM *MAD!*

OOOOHHH...

WHAT ARE THEY DOING TO-- NO! HE'S JUST TRYING TO GET UP! HE MUST BE FEELING BETTER!

BUT WORRYING OVER HIS COMRADE MAKES SPIDER-MAN CARELESS, BLINDING HIM TO THE WARNING OF HIS SPIDER-SENSE...

STARFOX!

...LETTING HIS ENEMY GET CLOSE ENOUGH TO--

THRAK

18

CHUD

HE'S... GONNA... KILL ME.

HE'S HONESTLY... GOING TO... KILL ME!

SPRAK

FUNNY... HOW EASY IT IS... TO JOKE ABOUT DEATH...

...UNTIL IT TAPS... YOU ON THE SHOULDER!

RIGHT NOW... ALL I WANT TO DO... IS GO HOME!

BUT IF OL' WEED-KILLER CONNECTS WITH THAT BOULDER... ALL I'M GONNA GO IS SPLAT!

GOTTA GET SOME LEVERAGE...USE WHATEVER STRENGTH I'VE GOT LEFT TO PUSH--

19

--AWAY!

WHRRAK.

-KRRSH

AAIIEEEEE

HUH?!

WHEN WILL-KILLER SMASHED THAT BOULDER DOWN SO HARD, HE TOOK THE WHOLE THING OFF--AND HIMSELF WITH IT! HE'S--

--GONE.

THE LEDGE--IT MUST HAVE BEEN UNSTABLE TO *BEGIN* WITH!

BUT IT'S NOT OVER YET! THE MAHKOS ARE MILLING AROUND, LIKE THEY DON'T KNOW HOW TO PLAY THIS WITHOUT THEIR LEADER!

BUT IF THEY DECIDE TO TAKE ME OUT, IN THE SHAPE I'M IN, THERE'S NOT A BLASTED THING I CAN DO ABOUT IT.

*THERE IS, HOWEVER, SOMETHING THAT A WEAKENED BUT RECOVERING **STARFOX** CAN DO!*

TH-THE *FIRE TOWER! T-T-TOPPLING!*

FLEE!

RUN!

AYYAAAA!

20

THE LITTLE GIRL WAS RIGHT--THEY RUN LIKE FRIGHTENED BUNNIES!

THANKS, 'FOX. BUT HOW ARE *YOU* FEELING? THINK YOU CAN FLY?

YES, I'M BETTER NOW. I SHOULD HAVE NO TROUBLE RETURNING US TO THE ELYSIAN CITADEL--SO LONG AS WE DON'T RUN INTO A *HEAD WIND.*

THEY DON'T. THEY DO, HOWEVER, EXPECT RESISTANCE OF ANOTHER SORT SOME TIME LATER--

--AS THEY EXPLAIN TO SOLEMN ELYSIAN WARRIORS THAT THE MACHINE WHICH PROTECTS THEM MUST BE DESTROYED. THEY BRACE THEMSELVES, READYING FOR FURTHER COMBAT. HOWEVER...

WARRIORS! LET YOUR SUN CRYSTALS *FLY!*

SHASH

SHISH

SH-SHASH

IT'S WORKING! THE LIGHT ON MY WRIST UNIT IS FADING, AND THAT MEANS THE DIMENSIONAL GAP IS CLOSING! I'LL ACTIVATE THE RETURN CIRCUIT AND--

STARFOX!

I'LL BE WITH YOU IN A MOMENT.

YOUR STRATEGY WAS WISE. WITH WILL-KILLER DEAD, THE MAHKO THREAT IS ONE WE CAN READILY DEAL WITH OURSELVES.

SO, IN GRATITUDE FOR YOUR ACT OF COURAGE ON OUR BEHALF...

WE DON'T *HAVE* A MOMENT! GIVE 'ER A SMOOCH AND LET'S GO!

OH, AND SONDIA--

--SAY "SO LONG" TO TAMBI FOR ME, OKAY?

THE AIR CRACKS--

21

-- AND, AS ENERGY FROM THE PROTOTYPE P.R.I.D.E. GENERATOR DRAWS TWO HEROES THROUGH SPACE AND TIME...

LOOK! THEY'RE BACK!

NOT ALL THE WAY! THE GAP IS CLOSING TOO FAST!

I'M NOT GOING TO MAKE IT!

DO NOT DESPAIR, MY FRIEND! I WILL PULL YOU THROUGH!

NO, STAR-FOX--

--WE'LL PULL!

CAPTAIN--

--MAAAAAARVEL?

YOU'RE HUMAN AGAIN!

YES, AND IT FEELS GREAT! APPARENTLY, YOUR MISSION WAS SUCCESSFUL. I'M ABLE TO CONTROL MY SHIFTS TO AND FROM ENERGY FORMS AT WILL, JUST LIKE BEFORE!

I'M GLAD, CAPTAIN.

AND I'M GLAD-- GLAD TO HAVE FRIENDS LIKE YOU TWO. FROM THE BOTTOM OF MY HEART--

--THANKS.

SO, SPIDER-MAN, IT WAS A MAGNIFICENT ADVENTURE, WAS IT NOT?

WELL, I SUPPOSE HOPPING FROM DIMENSION TO DIMENSION *IS* A NOVEL WAY TO TRAVEL, BUT IF IT'S ALL THE SAME TO YOU GUYS--

--I THINK I'LL STICK WITH THE "A" TRAIN!

NEXT: SPIDER-MAN & MOON KNIGHT!

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the AMAZING SPIDER-MAN®

EVEN A GHOST...

...CAN FEAR THE NIGHT!

RF
JR

STAN LEE PRESENTS:

"EVEN A GHOST CAN FEAR THE NIGHT!"

STARRING THE AMAZING SPIDER-MAN!

SILENT AS A LIVING SHADOW, HE SWINGS THROUGH THE NIGHT.

THE BALCONY BECKONS IN THE MOONLIGHT, AND HE KNOWS THAT HIS MISSION NEARS COMPLETION.

SOON, HE WILL BE RICH...

...RICH BEYOND ALL DREAMS OF AVARICE!

TOM DeFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
GLYNIS WEIN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

FEARING DETECTION, HE DARES NOT SET FOOT UPON THE BALCONY ITSELF

INSTEAD, MOVING WITH THE EFFORTLESS GRACE OF A TRAINED ATHLETE, HE LEAPS TO THE WALL--

--AND ADHERES TO IT!

AND THEN, HE QUICKLY REMOVES A HIGHLY SPECIALIZED ELECTRONIC DEVICE FROM HIS SKINTIGHT COSTUME.

WITHIN SECONDS, HE CORRECTLY IDENTIFIES THE SECURITY SYSTEM WHICH PROTECTS THIS APARTMENT--

--AND NEUTRALIZES IT!

BI-ZAT!

A CUSTOM-DESIGNED GLASS CUTTER IS EMPLOYED TO GAIN ENTRANCE.

AND THEN...

BEAUTIFUL!

THIS APARTMENT IS SIMPLY BEAUTIFUL!

I'M SO GLAD I CHOSE IT FOR MY FINAL JOB.

LOOTING IT WILL BE A PLEASURE!

A FITTING CLIMAX TO THE ILLUSTRIOUS CAREER OF--

--THE *BLACK FOX*, MASTER BURGLAR!

I WON'T BE TOO GREEDY.

I'LL JUST TAKE ENOUGH TO PROPERLY SUBSIDIZE MY RETIRE-MENT.

A PITY I HAVE SUCH EXTRAVAGANT TASTES.

WHAT AN EXQUISITE VASE! THAT'S WORTH A MONTH ON THE RIVIERA--AT THE VERY LEAST!

I'LL JUST...

YEOW!

IT'S *MOVING*-- AS IF IT WERE ALIVE!

GROWLL

IT...IT'S *CHANGED*-- INTO SOME SORT OF MONSTROUS APE!

I DON'T KNOW WHAT I'VE ACCIDENTALLY STUMBLED ONTO--BUT I'VE HAD ENOUGH!

THIS FLASH GRENADE SHOULD BUY ME SUFFICIENT TIME TO ESCAPE!

OH, *NO!* A SECOND MONKEY--!

IT'S RAISING ITS ARMS! POINTING AT ME--!

=*UFFF*= I'M BEING PROPELLED BACKWARDS-- BY SOME KIND OF INVISIBLE FORCE!

RIGHT INTO THE ARMS OF A... GORILLA?!

3

EXCELLENT, MY PETS! I SEE THAT YOU HAVE FINALLY SUB-DUED OUR MOST UNWILLING GUEST!

NO! *NO!* THIS CAN'T BE HAPPENING!

I MUST BE GOING *MAD!*

FEAR CLAWS WILDLY AT THE FOX'S THROAT, AND HE BEGINS TO SCREAM!

SCREAM!

SCREAM!

MEANWHILE, ACROSS TOWN, AT 410 CHELSEA STREET...

≠WHEW≠ WHAT A WEEK!

I STILL CAN'T BELIEVE I SPENT THE LAST FEW DAYS DIMENSION-HOPPING WITH *CAPTAIN MARVEL* AND *STARFOX!**

THAT'S THE SECOND TIME I'VE BEEN AWAY FROM THE EARTH IN THE PAST MONTH!

**SEE MARVEL TEAM-UP #142-143--DANNY.*

THOSE OTHER GUYS MAY LIKE TRAVELING AROUND THE GALAXY--BUT I'M STRICTLY A FRIENDLY *NEIGHBOR-HOOD* SUPER HERO.

≠YAWN≠ A TIRED ONE AT THAT!

I'D BE IN THE SACK RIGHT NOW--IF I WASN'T RUNNING LOW ON *BVDs.*

MY NEW COSTUME NEEDED A GOOD CLEANING, TOO.

IT MAY BE COMPOSED OF A SPECIAL ALIEN MATERIAL WHICH CAN REPEL DIRT MOLECULES--

--BUT IT WAS STARTING TO FEEL A LITTLE GAMEY, ANYWAY!

I HAVE SO MUCH TO LEARN ABOUT THIS COSTUME.

IT HAS SOME PRETTY WEIRD PROPERTIES.

BUT I SHOULDN'T BE TOO SURPRISED ABOUT THAT...

...AFTER ALL, I DID PICK IT UP ON A STRANGE PLANET AT THE OTHER END OF THE UNIVERSE!*

*HHM! WHAT'S TO EAT--?!

**IN THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES-- DANNY.*

4

LOOKS LIKE I'VE GOT THE FIXINGS FOR A MAJOR LEAGUE SANDWICH.

SALAMI, PROVOLONE, PICKLES, HOT PEPPERS, AND--

--BREAD?!

YEECH! THE GREEN SLIME HAS STRUCK AGAIN!

SCRATCH THAT IDEA!

MOMENTS LATER...

I'M GOING TO CALL IT A NIGHT...

I SHOULD REALLY BE OUT LOOKING FOR THE HOBGOBLIN'S MISSING BATTLE WAGON--OR TRYING TO FIND OUT EXACTLY WHY JACK O'LANTERN TRIED TO HIJACK IT THE OTHER DAY*--

*SEE LAST ISSUE--D.

--BUT I'M REALLY TAPPED OUT! BESIDES, I PLANTED ONE OF MY TRACERS ON THE WAGON --SO I SHOULDN'T HAVE ANY PROBLEM FINDING IT IN THE MORNING.

YAWN

SLEEP COMES QUICKLY TO THE EXHAUSTED ADVENTURER...

AND THEN, UNEXPECTEDLY, HIS COSTUME BEGINS TO STIR...

SERPENTLIKE, IT SLITHERS ALONG THE COLD FLOOR--

--MOVING CLOSER--

--EVER CLOSER--

--TO ITS UNSUSPECTING TARGET!

5

ELSEWHERE...

I AM GLAD TO SEE THAT YOU HAVE FINALLY GOTTEN YOURSELF UNDER CONTROL

HERE. PERHAPS THIS WILL HELP CALM YOU.

I STILL DON'T UNDERSTAND--!

WHO ARE YOU?!

MY REAL NAME IS NONE OF YOUR CONCERN. BESIDES, IN THIS COUNTRY MY COMPANIONS AND I ARE BETTER KNOWN AS--

--THE *RED GHOST* AND HIS *SUPER-APES!*

OH, *NO!* HE'S ONE OF THOSE SUPER CRIMINALS ONE READS ABOUT! HE'S FOUGHT PEOPLE LIKE THE *FANTASTIC FOUR* AND *IRON MAN!*

THE BRANDY IS GOOD, YES?

MINUTES LATER...

COME, NOW THAT YOU'VE HAD A CHANCE TO RELAX, I'D LIKE TO SHOW YOU MY HOME. I'M QUITE PROUD OF IT.

HOWEVER, I MUST WARN YOU THAT MY PETS WOULDN'T LOOK KINDLY ON ANY ATTEMPT TO ESCAPE...

...ESPECIALLY SINCE THEY WAITED SO LONG FOR YOUR ARRIVAL.

WHAT?! YOU ALMOST SOUND LIKE YOU WERE EXPECTING ME...

OF COURSE WE WERE. A PROFESSIONAL THIEF DOESN'T ROB APARTMENTS AT RANDOM. SOMEONE RECOMMENDED THIS PLACE TO YOU. SOMEONE IN MY EMPLOY.

SO! I WAS SET UP!

YOU ARE HERE... BECAUSE I HAVE NEED OF SOMEONE WITH YOUR PARTICULAR TALENTS.

WITHOUT ANOTHER WORD, THE RED GHOST LEADS HIS STUNNED PRISONER INTO A HIGHLY SOPHISTICATED LABORATORY...

BEHOLD THE *COSMICIZER!*

ONCE THAT MACHINE IS COMPLETED, IT WILL INCREASE MY COSMIC-RAY INDUCED POWERS A THOUSAND-FOLD!

6

HOWEVER, THE COST OF CONSTRUCTING THE COSMICIZER IS PUTTING AN INCREDIBLE STRAIN ON MY RESOURCES.

FOR MONTHS, I HAVE SECRETLY LIVED HERE--SUPPORTED BY THE PROCEEDS GAINED FROM PAST CRIMINAL ACTIVITIES--BUT NOW, MY FUNDS ARE STARTING TO RUN LOW...

THAT'S WHY I NEED YOU!

ARE YOU SERIOUS?

YOU CAN WALK THROUGH WALLS! YOU CAN GO ANYWHERE--STEAL ANYTHING!

NO! I CAN'T LEAVE THIS APARTMENT! SUCH AN ACT WOULD BE AKIN TO SUICIDE!

DON'T YOU UNDERSTAND? MY ENEMIES ARE OUTSIDE--WAITING FOR ME TO REVEAL MYSELF--AND I DARE NOT FACE THEM UNTIL THE COSMICIZER IS COMPLETED!

MY PRESENCE IN THIS CITY IS A SECRET, AND MUST REMAIN SO!

I SHALL REMAIN HERE, WHERE IT IS SAFE, WHILE YOU SECURE THE FUNDS I NEED!

MY APES WILL ACCOMPANY YOU TO SEE THAT YOU DON'T BETRAY ME!

THIS IS CRAZY! *INSANE!*

THAT MAY WELL BE TRUE.

BUT YOU WILL DO WHAT I ASK...

...OR YOU WILL DIE!

7

THE NEXT DAY...

BWAM! BWAM! BWAM!

BWAM! BWAM! BWAM!

MLPHX

OPEN UP, PARKER! I KNOW YOU'RE IN THERE!

HUHH--?!

BWAM! BWAM!

WHO CAN THAT BE-- AT THIS HOUR?!

MUST BE AROUND MIDNIGHT! I COULDN'T HAVE BEEN ASLEEP FOR MORE THAN AN HOUR OR TWO!

ALL RIGHT! I'M COMING... I'M COMING...

MRS. MUGGINS! WHAT ARE YOU DOING UP SO LATE?

"LATE"?! THE ONLY THING LATE AROUND HERE IS YOUR RENT!

IT'S ONLY SEVEN O'CLOCK AT NIGHT! WHAT WERE YOU DOING IN BED? YOU SHOULD BE OUT MAKING MONEY!

SEVEN O'CLOCK?!

GOOD GOSH! I MUST HAVE SLEPT THROUGH THE ENTIRE DAY!

WHAT ABOUT MY RENT?

DON'T WORRY! I JUST GOT A BIG CHECK FROM THE DAILY BUGLE*--I'LL PAY YOU AS SOON AS IT CLEARS!

I'VE HEARD THAT SAD SONG BEFORE! I'LL BE BACK!

*SEE SPECTACULAR SPIDER-MAN #92--DANNY.

SHORTLY...

FINALLY GOT RID OF HER!

STILL CAN'T BELIEVE I WASTED THE ENTIRE DAY IN BED!

I WAS REALLY HOPING I COULD DROP IN ON MY AUNT MAY TODAY-- BUT I GUESS IT'S A LITTLE TOO LATE FOR THAT NOW.

I KNOW IT'S FUTILE, BUT I'M GOING TO TRY CALLING HER--

8

--EVEN THOUGH SHE'S REFUSED TO SPEAK WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

HELLO? NATHAN?

PETER? I'M SURPRISED YOU'D HAVE THE GUTS TO CALL HERE!

DON'T TELL ME YOU WANT TO TRY TO PATCH THINGS UP WITH YOUR AUNT AGAIN!

YOU HAD YOUR CHANCE THE OTHER DAY--

--AND YOU BLEW IT!

NATHAN, WAIT! LET ME EXPLAIN! PLEASE *DON'T*--!

KLICK!

EVEN NATHAN LUBENSKY IS MAD AT ME!

WELL, I CAN'T BLAME HIM...

HE HAD ARRANGED FOR ME TO MEET AUNT MAY AT A RESTAURANT--

--BUT I NEVER SHOWED UP BECAUSE I WAS NEEDED ELSEWHERE AS SPIDER-MAN!*

*SEE LAST ISSUE FOR DETAILS--DANNY.

IF ONLY I COULD HAVE BEEN THERE, I JUST KNOW AUNT MAY AND I COULD HAVE WORKED OUT OUR PROBLEMS!

AW, WHAT'S THE USE?

SOMETIMES I FEEL LIKE MY LIFE IS COMPLETELY OUT OF MY CONTROL!

MOMENTS LATER...

AHH! NOW, *THAT'S* BETTER!

NOTHING LIKE A LITTLE WEB-SLINGING TO CHASE THE BLUES AWAY--!

9

BESIDES, I ALWAYS SEEM TO THINK CLEARER UP HERE!

MAYBE I'M A LITTLE WEIRD OR SOMETHING, BUT I REALLY GET OFF ON THIS--!

=YAWN= JUST WISH I COULD FULLY WAKE UP!

YOU'D THINK A GUY WHO HAD AS MUCH SLEEP AS I DID WOULD BE RARING TO GO--

--BUT I DON'T FEEL RESTED AT ALL! WISH I KNEW WHY!

WITH SPECTACULAR TWENTY-FIVE FOOT LEAPS, SPIDER-MAN SPRINGS FROM ROOFTOP TO ROOFTOP...

WONDER WHAT THE BLACK CAT IS DOING TONIGHT?

HAVE TO REMEMBER TO TELL HER THAT JOE ROBERTSON REALLY LIKED THOSE PICTURES SHE TOOK OF ME FIGHTING THE BLOB!*

IT'S A SHAME I COULDN'T TELL JOE WHO REALLY TOOK THEM--

--BUT I COULDN'T LET THE EDITOR IN CHIEF OF THE DAILY BUGLE KNOW THERE WAS A CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN'S GIRLFRIEND!

I'VE LIMBERED UP ENOUGH!

IT'S TIME I GOT DOWN TO SERIOUS BUSINESS--

--AND STARTED LOOKING FOR JACK O'LANTERN AND THE HOBGOBLIN'S BATTLE WAGON!

10

*SEE SPECTACULAR SPIDER-MAN #91--DANNY.

JUST THEN, A MERE FIFTEEN BLOCKS AWAY...

THIS CAN'T BE HAPPENING TO ME!

LAST NIGHT WAS SUPPOSED TO BE MY FINAL JOB! I'D PLANNED TO RETIRE! WHAT WENT WRONG?

MUST REMAIN CALM! CAN'T PANIC! THE APES WILL TEAR ME APART IF THINGS DON'T RUN SMOOTHLY!

STILL DON'T UNDERSTAND WHY THE GHOST NEEDS SOMEONE LIKE ME TO LEAD THEM--

--UNLESS HIS FEAR OF THE OUTDOORS IS GREATER THAN HE LET ON!

SURE! I'LL BET HE'S AGORAPHOBIC! THAT WOULD EXPLAIN WHY HE NEVER LEAVES HIS APARTMENT!

Estelle JEWELRY

THERE'S THE JEWELRY STORE HE ORDERED US TO ROB.

I KNOW THAT ONE OF YOU IS A SHAPE-CHANGER-- BUT WHICH ONE?

GRRRR!

ER... RIGHT.

LISTEN CLOSELY! WE'VE GOT TO GET DOWN TO THE STREET--

"--AND I WANT YOU TO TAKE US!"

WHAT A RIDE! MY STOMACH MAY NEVER RECOVER FROM IT!

STAY BACK! IT'LL JUST TAKE ME A MOMENT TO PICK THESE LOCKS, AND--

HEY!

DON'T--!

11

SKRUTCH!

OH, NO!

EEEEEE

YOU IDIOT!

YOU MUST HAVE SET OFF EVERY ALARM IN THE NEIGHBORHOOD!

WE'VE GOT TO GET OUT OF HERE!

KER-RASH!

IT'S NO USE! THE GHOST HAS TRAINED THEM TOO WELL!

THEY WON'T LEAVE UNTIL THEY'VE COMPLETED THEIR MISSION!

12

ALL RIGHT! ALL RIGHT! WE'LL LOOT THE STORE ...AND THEN GO!

WELL, WHAT ARE YOU ALL WAITING FOR?!

THE SAFE! OPEN IT-- NOW!

RIPP!

HURRY! EMPTY THOSE BOXES! WE CAN SEPARATE THE QUALITY MERCHANDISE FROM THE GARBAGE LATER!

NO WONDER THE GHOST NEEDED A HUMAN AGENT!

THE APES ARE HIGHLY INTELLIGENT, AND THEY RESPOND WELL TO ORDERS--BUT THEY CAN'T THINK FOR THEMSELVES!

WEEEE

THE POLICE!

PEOTOR--! YOU'VE GOT TO KEEP THEM AWAY FROM US!

INSTANTLY, THE LARGE ORANGUTAN LUMBERS FORWARD...

POLICE

YEARS AGO, WHEN HE WAS EXPOSED TO THE COSMIC RAYS WHICH GAVE THE GHOST AND ALL OF THE SUPER APES THEIR POWERS, HE GAINED THE ABILITY TO MAGNETICALLY POLARIZE HIMSELF--

--TO ATTRACT OBJECTS, OR--

MMMMM

--TO REPEL THEM!

KA-A-A-SH!

13

NO, PEOTOR! NO! THAT'S ENOUGH--!

DON'T HURT THEM ANYMORE! I WANTED THEM STOPPED-- NOT KILLED!

THOSE POOR MEN ARE SHAKEN-- BUT THEY DON'T APPEAR TO BE SERIOUSLY INJURED!

UNNN

OFFF

THANK GOODNESS! I DON'T MIND STEALING FOR THE RED GHOST-- BUT I'VE NEVER BEEN A PARTY TO MURDER--AND I DON'T INTEND TO START NOW!

GOT TO GET AWAY FROM THESE MONSTERS!

NOW'S MY CHANCE --WHILE THEY'RE STILL DISTRACTED BY THOSE POLICEMEN!

THE RED GHOST DISARMED ME-- BUT HE NEVER REALIZED THAT I HAD OTHER FLASH GRENADES HIDDEN WITHIN MY COSTUME!

CAUGHT THEM BY SURPRISE!

WITH LUCK, I'LL BE LONG GONE BEFORE THEIR VISION CLEARS!

THEN, THEY'LL BE SO DISORIENTED THAT THEY'LL HAVE TO RETURN TO THE RED GHOST FOR NEW INSTRUCTIONS...

..I HOPE!

14

MEANWHILE, NOT FAR AWAY...

HA-CHA!

MY TRUSTY OLD SPIDER-SENSE HAS FINALLY ZEROED IN ON THAT TRACER I PLANTED ON THE HOBGOBLIN'S BATTLE WAGON!

BUT THEN, EVEN BEFORE SPIDER-MAN CAN BEGIN HIS PURSUIT...

WEEEE

WELL, WELL ...WHAT HAVE WE HERE--?

SPEEDING POLICE CARS-- AND THEY LOOK LIKE THEY'RE ON TO SOMETHING BIG!

I'D BETTER FOLLOW--

--AND HOPE I CAN PICK UP THE HOBGOBLIN'S VAN LATER!

BESIDES, THIS MIGHT BE A GOOD CHANCE TO SHOOT SOME MORE ACTION PIX FOR JOE ROBERTSON!

AND, AT THAT VERY MOMENT...

M-MY CHEST FEELS LIKE IT'S BURSTING... BUT I CAN'T SLOW DOWN...CAN'T STOP!

H-HAVE TO PUT EVEN MORE DISTANCE BETWEEN ME AND THOSE CRAZY ANIMALS!

TH-THEY'LL KILL ME IF THEY GET THE CHANCE!

I'VE BEEN A PROFESSIONAL CRIMINAL MOST OF MY LIFE...BUT I'VE NEVER KNOWN SUCH FEAR... SUCH ABSOLUTE TERROR!

I DON'T KNOW IF I'LL EVER FEEL SAFE AGAIN!

GRRR!

OH, NO--!

15

SNARLL!
KEEP BACK!
DON'T HURT ME! PLEASE--!
HELPPP!
I'D SAVE MY BREATH IF I WERE YOU, BUNKY!
THESE APES AREN'T KNOWN FOR THEIR MERCY!
BWAP!
FWAM!
THEIR BODY ODOR-- YES!
WELL, HEL-LO DERE, LITTLE FELLA!
DO YOU WANT TO DANCE?
NO--? WELL, IF YOU'RE GONNA BE A WALL-FLOWER--
--THEN JUST SIT OVER HERE!
FWOK!
THOUGH HIS APPEARANCE DIFFERS FROM THE FIRST TIME THEY MET,* THE APES INSTINCTIVELY RECOGNIZE SPIDER-MAN.
AND SO, THEY QUICKLY REGROUP--
*IN AMAZING SPIDER-MAN #223--DANNY.
--AND RETREAT!
YUP! JUST WHAT I NEEDED TO COMPLETE MY EVENING--
--THE RED GHOST'S SUPER-APES.
YOU SEEM HEALTHY ENOUGH, MISTER, SO IT'S TIME TO PLAY THE ANSWER MAN!
WHO ARE YOU?
AND, WHY WERE THOSE HYPER-ACTIVE CHEETAHS SO ANXIOUS TO DOUSE YOUR LIGHTS?
16

I'M AFRAID I CAN'T REVEAL THAT INFORMATION--

--WITHOUT INCRIMINATING MYSELF! TA-*TA*, MY GOOD FELLOW!

HEY--!

I WASN'T FINISHED WITH YOU!

BOUNDING FORWARD, SPIDER-MAN LEAPS PAST THE FLEEING BURGLAR, ATTACHING HIMSELF TO A NEARBY LEDGE...

WHAT THE--?!

GIVE IT UP, FELLA!

THERE'S NO ESCAPE FROM ME!

NOW, WILL YOU TALK--

--OR *WON'T* YOU?

THE BLACK FOX CHOOSES TO TALK.

AND, MINUTES LATER...

THAT'S ALL I KNOW! *EVERYTHING!* I...

...SWEAR?!

HE'S... GONE!

WAIT! *THERE--!* SPARKLING IN THE MOONLIGHT!

THE JEWELS! THOSE STUPID APES MUST HAVE LEFT THEM BEHIND!

NOW I CAN RETIRE IN *STYLE!*

BUT, FIRST... THERE'S SOME UNFINISHED BUSINESS TO TAKE CARE OF...

17

MEANWHILE...

FLAP! FLAP! FLAP!

MY PETS--!

WHERE IS THE MAN I SENT WITH YOU?

WHAT HAPPENED TO HIM?

YOU WERE UNDER STRICT ORDERS TO RETURN WITH HIM--OR HIS BODY!

WHERE IS HE?!

YOU FAILED ME, DIDN'T YOU? *DIDN'T YOU--?!*

DON'T BLAME *THEM*, GHOSTY! THEY WERE SIMPLY OUT-CLASSED BY THAT LITTLE OLD WEB-SPINNER... *ME!*

I WEBBED MY AUTOMATIC CAMERA OUTSIDE! I JUST HOPE IT'S PROPERLY POSITIONED TO RECORD ALL OF THIS ACTION!

HOW DARE YOU INVADE MY HOUSE-- MY SANCTUARY?!

JUST CALL ME *MR. PUSHY!*

18

KILL HIM!

SHEESH! IS THAT ANY WAY TO TREAT COMPANY?

TSK! TSK! MUSTN'T GET OVER-EAGER, HAIRY!

SEE WHAT HAPPENS WHEN YOU DON'T LISTEN TO ME!

YOU'VE ONLY GOT YOURSELF TO BLAME FOR THAT BAD HEADACHE YOU'RE GONNA HAVE IN THE MORNING!

PWIP!

KA-RASH!

WHOOPS! I FORGOT ABOUT MAGNET MONKEY!

HERE! YOUR PAL IS MUCH MORE *ATTRACTIVE* THAN I AM, ANYWAY!

BWAK!

ENOUGH! YOU MUST BE DESTROYED!

I WON'T LET YOU REVEAL MY PRESENCE TO THE AUTHORITIES!

AND HOW ARE YOU GONNA STOP ME, LAUGHING-BOY?

I HAVE MY WAYS!

Y'KNOW SOMETHING, GHOSTY? I REALLY HATE IT WHEN YOU PULL THIS STUNT ON ME!

IT IS NO MERE STUNT! FOR BY SO DOING--

--I HAVE DISTRACTED YOU LONG ENOUGH FOR IGOR TO MAKE HIS MOVE--

--AND STRANGLE THE LIFE FROM YOU!

19

BUT THEN, REFUSING TO ACCEPT DEFEAT, SPIDER-MAN STRAINS AGAINST THE SLITHERING MONSTER WITH ALL THE POWER OF HIS SUPERBLY MUSCLED BODY, UNTIL--

ARRGH!

THIS SIDESHOW STOOGE MAY IMPRESS THE RUBES--

--BUT HE'S NO MATCH FOR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!

NOW THAT THAT'S SETTLED, I'D LIKE A TOUR OF THE PLACE!

WHERE'S THE LITTLE SPIDER'S ROOM?

STOP HIM!

WISH I WAS HALF AS CONFIDENT AS I SOUND--

--THESE GUYS ARE TOUGH!

WHEN IT COMES TO RAW POWER, THEY'RE IN A LEAGUE WITH THE *FANTASTIC FOUR!*

AH! FROM THE FOX'S DESCRIPTION, THAT'S WHAT I'VE BEEN LOOKING FOR-- *THE COSMICIZER!*

I'VE GOTTA DESTROY IT BEFORE THE GHOST CAN USE IT TO INCREASE HIS POWERS!

UH-OH! HERE COMES THE GORILLA AGAIN!

HE'S SUPPOSED TO BE THE STRONG ONE OF THE GROUP!

MAYBE I CAN USE THAT TO MY ADVANTAGE!

GRRR!

"GRRR"?! YOU'LL NEED BETTER ONE-LINERS THAN THAT--

--TO BE INVITED TO THE SPIDER-MAN CELEBRITY ROAST!

BWAM!

KA-VWOOM!

GOOD SHOT, BONZO!

I THOUGHT I COULD TRICK YOU INTO DEMOLISHING YOUR BOSS'S BABY!

NOOO!

MONTHS OF LABOR-- *GONE* IN AN INSTANT!

20

SUDDENLY, A LOUD HAMMERING ERUPTS AT THE APARTMENT'S FRONT DOOR, AND THEN --

OPEN UP! THIS IS THE POLICE!

LOOK--! THE PHONE TIP WAS RIGHT! IT'S HIM-- THE *RED GHOST!*

SO! IT APPEARS THAT THE FOX HAS DARED TO BETRAY ME YET AGAIN!

PEOTOR--!

THE MASSIVE ORANGUTAN IMMEDIATELY RESPONDS TO HIS MASTER'S UNSPOKEN COMMAND--

--IN A MOST SPEC-TACULAR FASHION!

YEOW!

WH-WHAT'S HAPPENING TO US?

GO, MY FRIENDS! THE AUTHORITIES MUSTN'T CAPTURE YOU!

ATTEND TO THE WALL, MIKLHO! WE WILL RENDEZ-VOUS LATER!

FWAM!

THIS IS IS ALL YOUR FAULT, SPIDER-MAN!

I HOLD *YOU* RESPONSIBLE!

YOU HAVE DESTROYED THE COSMI-CIZER AND DRIVEN ME FROM MY HOME!

21

YOU HAVE DENIED ME THE PEACE AND SECURITY THAT I SO DESPERATELY SEEK!

YOU SHALL PAY!

THE RED GHOST NEVER FORGETS HIS ENEMIES! *NEVER!*

WHY ME?

I STARTED THIS NIGHT LOOK-ING FOR A STOLEN BATTLE VAN--AND LOOK WHAT HAPPENS! *SHEESH!*

WHAT ELSE COULD GO WRONG?

ELSEWHERE, AT THAT PRECISE MOMENT...

KRA-

HA!HA!HA!

...COLD LAUGHTER DRIFTS OUTWARD FROM A DOCKSIDE WAREHOUSE...

WHILE INSIDE...

WHERE IS THAT WEB-SLINGING FOOL?

I'M VERY DISAPPOINTED IN HIM. HE SHOULD HAVE BEEN HERE LONG BEFORE NOW.

A PITY I MUST NOW PRESS ON TO OTHER MATTERS.

I SUPPOSE I'LL JUST HAVE TO SET MY TRAP AT ANOTHER TIME, ANOTHER PLACE...

IT DOESN'T REALLY MATTER, THOUGH.

WHEN NEXT WE MEET--

KRUNCH!

--SPIDER-MAN WILL SURELY DIE!

NEXT ISSUE!

THE BLACK CAT! MARY JANE WATSON! THE RETURN OF THE ROSE! AND, A DEADLY **NEW** SUPER VILLAIN ARRIVES ON THE SCENE! DON'T MISS...

"BEWARE THE PUMA!"

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SO THAT'S *THE ANSWER*, ROBBIE!

THAT'S WHAT HE CALLED HIMSELF, ANYWAY! I'M NOT SURE WHAT THE QUESTION WAS!

HE SEEMS TO BE STALKING SPIDER-MAN FOR SOME REASON OF HIS OWN! WHO KNOWS, THIS COULD TURN INTO A PHOTO-*SERIES*!

LISTEN, PETE, I TOLD JONAH THAT, PUBLISHER OR NO, I CAN'T ALLOW HIM TO USE THE BUGLE AS AN ANTI-SPIDER-MAN SOAP-BOX...

...BUT I WON'T PROVIDE FREE AD-SPACE FOR SPIDER-MAN, EITHER!

WHAT I'M TRYING TO SAY IS... PUT A VOUCHER IN FOR THESE PICTURES... THEY'RE UN-QUESTIONABLY EXCELLENT ...BUT NEXT TIME, FIND ANOTHER SUBJECT!

WE'LL RUN PHOTOS OF SPIDER-MAN, SURE, BUT ONLY WHEN THEY'RE REALLY NEWS-WORTHY!

DON'T COUNT ON SELLING SHOTS OF EVERY BURGLARY-IN-PROGRESS SPIDER-MAN PUTS A STOP TO!

I-I UNDERSTAND!

SORRY, PETE! YOU KNOW, THE TECHNICAL QUALITY OF YOUR SHOTS IS BEGINNING TO MATCH THE PASSION YOU PUT INTO THEM...

...BUT, THERE ARE OTHER HEROES AROUND NEW YORK. TRY TO GET SHOTS OF SOME OF *THEM*!

YEAH, RIGHT!

THANKS, ROBBY! SEE YA AROUND!

SOON...

GLAD TO BE ON THE ROOF, OUT IN THE FRESH AIR! IT'S MY WORLD UP HERE!

TAKE PICTURES OF SOMEBODY ELSE!?! EASY FOR ROBBY TO SAY! ALWAYS SEEMED SIMPLEST TO PHOTOGRAPH *MYSELF!*

SOMEHOW THIS FIGURES! LIFE'S GOTTEN SO *WEIRD* SINCE I QUIT GRAD SCHOOL! AUNT MAY'S GOT A CASE OF THE TERMINAL MADS AT ME OVER THAT.

EVEN MY *COSTUME* IS WEIRD THESE DAYS!

I'LL NEVER GET USED TO THE WAY IT TRANSFORMS FROM STREET CLOTHES TO SPIDER-DUDS AT MY MEREST *WHIM!**

NOW *THIS* HAPPENS-- JUST WHEN ROBBY WAS STARTING TO LIKE MY SHOTS! EXCEPT THAT HIS FAVORITES WERE TAKEN BY THE *BLACK CAT...*

**SPIDEY GOT HIS NEW COSTUME IN THE MARVEL SUPER HEROES SECRET WARS--ON SALE NOW! --DANNY.*

...THE WOMAN THAT I LOVE. NOTHING'S ROTTEN ABOUT THE LUCK THAT MADE *HER* CROSS MY PATH-- FOR ONCE!

IT *IS* STRANGE, THOUGH, HOW SHE CAN'T STAND ME AS PETER PARKER...

...BUT SHE LOVES HER--

SPIDER!

HI, HANDSOME! MISS ME?

CAT!

MISS YOU? C'MERE! YOU WOULD NOT BELIEVE THE DAY I'VE HAD! ROBBIE WANTS ME TO CUT DOWN ON THE *SPIDEY* PHOTOS! HOW AM I SUPPOSED TO PAY THE RENT? ...EAT?...IF--

HUSH, HERO! THOSE ARE PETER PARKER'S DULL OLD WORRIES! MY *SPIDER'S* PROBLEMS ARE THE HOBGOBLIN, JACK O' LANTERN AND...

...*ME!*

CATCH ME IF YOU CAN, LOVER!

CAT! THERE'S NOT A PRACTICAL BONE IN YOUR SLINKY BOD-- BUT YOU SURE CHASE AWAY THE PETER PARKER BLUES!

2

WHILE, OFF THE COAST OF NORTH AMERICA...

I HAD THOUGHT MY COLLECTION COMPLETE -- AND THEN I GET A READING THAT HINTS THERE IS A PLODEX EXISTING ON EARTH!

BUT THEIR HEYDAY WAS EONS AGO. THIS IS CERTAINLY A MYSTERY--

-- AND AN OPPORTUNITY I CANNOT IGNORE!

IT SHOULDN'T TAKE LONG TO MORE CAREFULLY SCAN THE PLANET FOR LIFE FORMS THAT REGISTER AS ALIEN AND--

WHAT?! A *WARLOCK!* ON EARTH??? I'D BETTER GATHER MY PLODEX QUICKLY AND BE GONE!

A *CLOUD-BEING!* WORTH INVESTIGATING -- ON THE RETURN TRIP, PERHAPS...IF EARTH STILL EXISTS!

"HUMPH! *DIRE WRAITHS!* I HAVE SEVERAL ALREADY! VILE CREATURES!

"HUMMM! MOST INTERESTING! NOT PRECISELY WHAT I AM SEEKING..."

...BUT AFTER ALL, THE FIRST RULE OF COLLECTING STATES: WHEN CHANCE PRESENTS ITSELF, DON'T PASS IT BY! IT MAY NOT COME YOUR WAY AGAIN!

THE *LAMP!* I NEED *THE LAMP!* WHAT LUCK TO OWN A TEMPORAL TRANSPORTER! I MIGHT NEVER HAVE MET *ALI BABBA* WITHOUT IT...

...AND OBSERVED HIS CHILDLIKE GLEE AS HE BARTERED HIS LAMP...AND *FLYING CARPET...*

...FOR MY BROKEN-DOWN, SECOND-HAND ROBOT! THE MAN HAS NO CONCEPT OF THE VALUE OF--

AH-HA! HERE IT IS!

SSSSSSSSSS

THAT BEING ON THE SCREEN! I WANT HIM!

AND HURRY! THE LOTUS POPPY OF SIRIUS 5 IS ABOUT TO BLOSSOM! IT WILL MEAN A MILLENNIUM'S WAIT IF I MISS IT!

ELSEWHERE...

SHHHH

MY SPIDER-SENSE -- TINGLING LIKE MAD! FEELS LIKE THERE'S DANGER ALL AROUND ME!

STAN LEE *PRESENTS:*

THE Collected SPIDER-MAN

TO HEAR...

OH, MASTER...

...IS TO...

...OBEY!

AS IF I DIDN'T HAVE *ENOUGH* PROBLEMS!

MY SPIDER! LET HIM GO, YOU--

OOH!

CAT!

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4

COME BACK HERE WITH MY SPIDER!

THIS "SPIDER" IS YOURS NO LONGER. HE HAS JUST BECOME THE PROPERTY OF...

...THE COLLECTOR!

A PRIZE INDEED --AND IN PRIME CONDITION! WELCOME TO MY COLLECTION! YOU ARE...?

YOU'VE "COLLECTED": SPIDER-MAN --AND YOU DON'T EVEN KNOW WHO I AM?!

I SUPPOSE I'M HERE FOR SOME INSTANTLY OBVIOUS QUALITY, THEN? INTELLIGENCE? SUAVE GOOD LOOKS?

PERFECT RECALL OF EVERY EPISODE OF THE TWILIGHT ZONE...?

AMONG OTHER ASSETS.

BEEP! BEEP!

EXCELLENT! THE PLODEX SWIMS NEARBY! THIS IS MY LUCKY DAY!

SWIMS--BUT LACKS A TAIL. HOW DISAPPOINTING! BUT THEN, FISH ARE NOT EARTH'S DOMINANT LIFE FORM, ARE THEY, MY BOY? THIS VARIANT IS MOST BIZARRE!

A MER-WOMAN! A MUTANT? OR ONE OF THE SUB-MARINER'S PEOPLE? SHE'S LIKE NOTHING ON EARTH!

NEITHER ARE YOU, LAD! YOUR STRENGTH...AGILITY! I REGRET WE LACK TIME FOR A DEMONSTRATION.

LATER, PERHAPS, BUT, FOR NOW, WE CAN'T HAVE YOU HOPPING ABOUT THE SHIP UNSUPERVISED CAN WE?

INCARCERATE OUR GUEST IN THE PEARL OF GREAT PRICE, OH DJINN! I HAVE A MISSION FOR YOU!

TO DO MY MASTER'S BIDDING...

...IS MY JOY!

OPEN UP...

...PEARL!

NOW WAIT...

...A--

CHOMP!

5

WHILE, A HUNDRED METERS BENEATH THE FRIGID NORTH ATLANTIC...

SUB-MARINER OFFERED TO HELP ME UNRAVEL THE SECRET OF MY ORIGIN BUT HIS COMPANY PROVED TOO...DIVERTING!

WHILE FROLICKING WITH HIM-- I REMOVED MY AMULET AND THUS MISSED *GUARDIAN'S* DISTRESS CALL!

SOON AFTER, GUARDIAN WAS *SLAIN* BY A VILLAINOUS SUPER-GROUP*- INCLUDING MY OLD TEAMMATES FROM BETA-FLIGHT --AND *I* WAS NOT THERE!

I SHOULD *NEVER* HAVE-- EH?!

*SEE ALPHA FLIGHT #12 --DANNY.

MY AMULET! WORTHY OR NOT, I MUST CALL FOR HELP! THOUGH WHAT MY TEAMMATES CAN DO AGAINST THIS *HORROR*, I CANNOT SAY...

...OR EVEN IF THEY CAN *LOCATE* ME HERE!

WELCOME, MY DEAR, TO MY *COLLECTION!* YOUR BEAUTY ALMOST LULLS ME AGAINST THE DANGERS OF YOUR KIND!

WHAT--?

YOU SEEM *PUZZLED?* I WILL EXPLAIN *ALL* LATER... WHEN I HAVE MADE YOU MORE...COMFORTABLE!

YOU SEEM...OVERWROUGHT! PERHAPS FLUTE MUSIC WILL CALM YOUR JANGLED NERVES!

BUT FIRST, A SMALL PRECAUTION!

SEE-NO-EVIL! COME TO ME!

AN INCREDIBLE *SET,* IS IT NOT... PART OF A PERFECT, IF COMPLEX, METHOD OF SEDATING MY PRIZES!

THE FLUTE, IN TRUTH, IS A TRANSLATION/CONTROL DEVICE FASHIONED BY KYMELLIAN SORCERY...

...OR I WOULD NEVER DARE TRANSPORT A XANTHIAN BOULDER-CRUSHER LIKE *SNAKE-EYES* ABOARD MY SHIP! YOU UNDERSTAND MY RELUCTANCE!

YOU ARE NOT CHARMED, YET, MY DEAR? I GUARANTEE... *YOU WILL BE!*

6

"EXCELLENT! I CAN TELL BY SEE-NO-EVIL'S STIFFENED BODY THAT *SNAKE EYES'S* HYPNOTIC GLANCE SWEEPS THE ROOM!

"THE FEMALE SHOULD BE INSTANTLY SUSCEPTIBLE, AS ARE ALL PLODEX!

"I PLANNED TO SET THE *DJINN* TO INDEXING AND FILING MY TREASURES. AH, WELL--

"--HE IS ASLEEP NOW--AND SNORING FOR FOUR.

"IT IS JUST AS WELL HE SLUMBERS. I HAVE BEEN WORKING HIM RATHER HARD LATELY. THE REST WILL DO HIM GOOD!

"THE TRIPLETS ARE THE MOST RESISTANT CREATURES IN THE UNIVERSE. WHEN SEE-NO-EVIL COLLAPSES...

"*THERE!* I WILL PIPE THE FINAL NOTES THAT WILL RETURN HIM TO HIS BASKET..."

...AND PREVENT ME FROM EXPERIENCING SNAKE EYES'S HYPNOTIC EFFECT FIRST HAND!

AFTER ALL, ONE OF US MUST STAY AWAKE AND IN CHARGE. IT MAY AS WELL BE *ME!*

AND NOW THAT I HAVE MY PLODEX, I HAD BEST RESUME MY JOURNEY TO SIRIUS 5!

I'VE BEEN CAPTURED BY A GALACTIC-CLASS LOONEY-TUNE!

SIRIUS 5 SOUNDS LIKE OUTER SPACE TO ME, COLLECTOR, AND I'D PLANNED TO KEEP MY ADVENTURES NON-COSMIC --AT LEAST FOR A WHILE!

YOU WANTED A DEMO OF *SPIDER STRENGTH--*

--AND *AGILITY?*

YOU GOT IT!

CHOMP!

7

WHILE OFF THE EASTERN COAST OF CANADA, THE STRANGE ASSEMBLAGE KNOWN AS ALPHA FLIGHT CONFER IN MID-AIR...

MARRINA'S DISTRESS SIGNAL ORIGINATES TO THE EAST, *PUCK*--

--THERE!

IT IS AS WELL THAT *SNOWBIRD* DID NOT JOIN US! ALREADY WE HAVE FLOWN BEYOND THE RANGE OF HER POWERS...

...THOUGH OUR BATTLE WITH *OMEGA-FLIGHT* IN NEW YORK WAS A TRAGIC TIME TO DISCOVER THEIR LIMITATIONS!

IT'S GOOD *SHAMAN* REMAINED WITH HEATHER! WITH GUARDIAN'S DEATH SO RECENT, SHE NEEDS HIS COMFORT NOW MORE THAN WE NEED HIS MAGIC, eh?

BUT I WISH I COULD SHAKE THE FEELING THAT WE'LL SOON SORELY NEED HIS HELP!

IT IS UP TO *US*, THEN, TO SAVE MARRINA, MY SISTER! PERHAPS IT IS TIME YOU FORGAVE MY INSULT AND WE BEGAN TO WORK TOGETHER AGAIN!

WALTER AND I WORK MUCH BETTER TOGETHER, BROTHER! DO WE NOT, MON CHER?

AT LEAST *WALTER*, ORANGE APE THOUGH HE CAN BECOME, *MON FRERE*--REMAINS *ALL MAN!*

THAT, SISTER, IS A MATTER OF OPINION! LUGGING *KING KONG* ALL OVER THE NORTH ATLANTIC HAS TO SLOW YOU DOWN!

I BEGIN TO DISLIKE *AURORA* HEAKTILY, AND ALMOST TO LONG FOR HER ALTER-EGO *JEANNE-MARIE'S* RETURN! THE NUNS RAISED *HER* TO BE TIMID AND SHY...

...BUT THEY ALSO INSTILLED IN HER THE PRINCIPLES OF CHRISTIAN *FORGIVENESS*. DID THEY NOT?

THAT HE SHOULD WISH FOR JEANNE-MARIE'S RETURN--! THAT WHINEY LITTLE *BORE!*

HE WANTS YOU FOR HIMSELF, AURORA. AS *JEANNE-MARIE*, YOU MAY NOT BE HIS SOULMATE...

...BUT YOU ALSO HAVE NO POWERS, AND HE DOES NOT HAVE TO SHARE HER WITH ANYONE-- *PARTICULARLY* WITH "KING KONG!"

WALTER!

SORRY, AURORA! GUESS HIS JIBES CUT CLOSER THAN I REALIZED!

UNTIL RECENTLY, I'VE HAD TWO SHAPES --*SASQUATCH* AND *WALTER LANKOWSKI*-- BUT ONE MIND! THAT SEEMS TO BE CHANGING!

SASQUATCH'S BESTIAL NATURE GROWS MORE DOMINANT WITH EACH TRANSFORMATION! IT FRIGHTENS ALL OF YOU, I KNOW. BUT EVEN MORE, IT FRIGHTENS *ME!*

GUARDIAN'S DEATH DIDN'T HEAL OUR PETTY SQUABLES, DID IT, NORTHSTAR? IF ANYTHING, IT MADE THEM WORSE, eh?

NORTHSTAR SPOKE IN ANGER-- BUT ONCE BEFORE, AURORA'S *JEANNE-MARIE* PERSONA EMERGED IN THE MIDST OF BATTLE!

WITH OUR NUMBERS CUT ALMOST IN HALF, HER RETURN AT THE WRONG MOMENT COULD MEAN DISASTER FOR ALPHA-FLIGHT!

8

MEANWHILE...

YES, INDEED, MY BOY! A DEMONSTRATION OF YOUR STRENGTH AND AGILITY WOULD BE MOST ENJOYABLE!

TO SAY NOTHING OF MY SPIDER-*SPEED!*

EXCELLENT! BUT I WARN YOU ...MY *CARPET* IS ENDOWED WITH--

--SIMILAR QUICKNESS! PEARL--*TAKE HIM!*

I DON'T BELIEVE IT! SOMEWHERE OUT THERE ...*CLAMS* ACTUALLY *GOT LEGS!*

WELL, SPIDERS GOT *WEB-BING*--

-- IN THREE STICKY VARIETIES! THERE'S STICKY *GOOP*...

SNAP! *SPLOOSH!*

...STICKY *ROPE*...

...AND STICKY *WEB!*

GUARANTEED TO LAST AN HOUR OR YOUR MONEY BACK!

NOW WHERE'S THAT LAMP?

HEY-- NOTHING'S HAPPENING!

A GAME TRY, LAD, BUT THE DJINN'S NAP WILL LAST EVEN LONGER THAN YOUR WEBBING!

YET, UNDAUNTED, YOU SNATCH THE *PLODEX* FROM THE DJINN'S CLAW!

I LIKE INITIATIVE IN A SPECIMEN-- WITHIN REASON... BUT I FEAR THIS DEMONSTRATION MUST NOW COME TO AN END--

--COURTESY OF THESE VENUSIAN SHOCK-FLIES!

ZZZTTTTZZZ

THEY MOVE SO FAST--CAN'T EVADE THEM!

THEY'VE EVEN EATEN THROUGH MY WEB-LINE AND--

AAARGH!

⑨

MOMENTS LATER...

MARRINA'S SIGNAL'S COMING FROM IN THERE!

BUT... IT IS SO HUGE! CHER WALTER-- HOW WILL WE EVER GET IN-SIDE?

GIVE ME A KISS FOR LUCK... AND I'LL GIVE *YOU* ONE GUESS! IT'S EASY-- EH, NORTHSTAR?...

...FOR THE ORANGE APE CALLED *SASQUATCH!*

SASQUATCH IS STRONG, ALL RIGHT, BUT AURORA FEARS HIS BESTIAL RAGES!

IF HE COULD BE PRO-VOKED INTO ONE OF THEM-- PERHAPS MY SISTER WOULD SEE THAT *THING*...

...FOR THE MONSTER HE TRULY IS!

WHILE INSIDE...

AH, *PLODEX!* YOU'VE AWAKENED!

MY *NAME* IS *MARRINA!* WHERE *AM* I? WHY AM I HERE?

IN MY SOUND-PERMEABLE *AQUARIUM*, OF COURSE, BECAUSE YOU ARE A CREATURE OF THE SEA...

...AND THOUGH YOUR FULLY DEVELOPED LUNGS MAKE YOU ALSO AN AIR BREATHER...

...THE REIN-FORCED AQUARI-UM SEEMED THE... SAFEST MEDIUM THROUGH WHICH TO HOLD A CON-VERSATION WITH A PLODEX!

YOU KEEPING *SAYING* THAT! WHAT'S A PLODEX?

AS YOU MAY HAVE GATHERED, YOUR ORIGIN IS NOT OF THIS EARTH!

"THE *PLODEX* WERE AN EXTRA-TERRESTRIAL RACE BENT ON CONQUEST LONG AGES PAST...

"TO THIS END, SHIPS WERE SENT TO LOCATE PRIMITIVE WORLDS, CARRYING EGGS TO BE PROGRAMMED TO MIMIC THE PLANET'S DOMINANT LIFE FORM AND EVENTUALLY *REPLACE* IT."

10

YOU ARE THE PRODUCT OF THIS PROCESS! YOU MIMIC THE HUMANS... BUT WITH ODD AQUATIC VARIATIONS!

I WAS TOLD BY *THE MASTER*--THE VILLAIN WHO GAINED CONTROL OF MY PEOPLE'S SHIP...

...THAT HUMANITY *SURVIVED* THIS VICIOUS ASSAULT, ONLY BECAUSE THE EGGS WERE RELEASED PREMATURELY INTO THE SEA.*

YOUR PEOPLE ARE AMONG THE MOST DANGEROUS AND VIOLENT IN THE GALAXY. YOU SEEM QUITE... *SANE* COMPARED TO THE OTHERS!

OTHERS?

EXAMINE CAREFULLY THE TANKS LINING THIS ROOM! THEY HOLD THE FROZEN FRUITS OF MY MOST RECENT LABORS.

*ALPHA FLIGHT #3-5--DANNY.

"I HAVE BEEN TO MANY *OTHER* WORLDS, YOU SEE ...TO COLLECT AND PRESERVE THE *MANY* PLODEX VARIATIONS...

"...WHO SLUMBER BEFORE YOU IN SUSPENDED ANIMATION. SOON YOU WILL *JOIN* THEM!"

EVEN NOW, YOUR AQUARIUM FILLS WITH A COOLING GAS! ICE CRYSTALS ARE BEGINNING TO FORM!

SLEEP NOW, MARRINA! AND MAY THE PLODEX SLUMBER PEACEFULLY FOREVER.

AND OUTSIDE...

READY?

WHILE WITHIN...

SO WHY *ME*, COLLECTOR? *I'M* NO PLODEX!

AH! SPIDER-MAN! NO! BUT YOU ARE REMARKABLE IN OTHER WAYS...

...THE STRENGTH THAT ALLOWS YOU TO RESIST THE ENERGY-SAPPING SHOCK-FLIES, FOR INSTANCE!

YOU ARE, IN FACT A *DOUBLE* PRIZE...

BLAM!

CRASH!

AH! *GUESTS! COLLECTIBLE* GUESTS!

I SHALL LOOSE MY *BOXERS* UPON THEM...

...WHILE I SLIP INTO SOMETHING A BIT LESS COMFORTABLE!

11

SURRENDER, ALIEN! RELEASE MARRINA--

--OR FACE THE WRATH OF ALPHA FLIGHT!

DOESN'T SEEM TO BE ANYBODY HOME, EH?

EXCEPT FOR HIM! CREEPY LOOKING BEGGAR, ISN'T HE?

DOESN'T SASQUATCH RECOGNIZE ME? WE MET AT THE HULK AMNESTY! I MAY HAVE A DIFFERENT COSTUME NOW...

...BUT I'M STILL THE SAME, LOVABLE SPIDER-MAN!

I'VE HEARD ABOUT YOUR NEW COSTUME! AURORA, PUCK, NORTHSTAR-- MEET SPIDER-MAN!

UH-UH! DON'T TOUCH! THESE VENUSIAN SHOCK-FLIES FORM AN ENERGY SAPPING FORCE FIELD!

THEY WON'T LET ME OUT-- AND BELIEVE ME, YOU DON'T WANT TO GET IN!

GREETINGS, EARTHLINGS! I AM THE COLLECTOR! YOU HAVE ENTERED MY SHIP UNBIDDEN...

...NEVERTHELESS, I WELCOME YOU! MARRINA, IN THE AQUARIUM BEHIND YOU, HAS ALREADY JOINED MY COLLECTION.

I INVITE YOUR PARTICIPATION, AS WELL!

A GLOWING BOX! MATERIALIZING OUT OF THIN AIR!

BOXERS, SON! TEN INTER-DIMENSIONAL TRAPS FROM THE VEGAN TIMELINE!

SPIDER-MAN'S TRAP SAPS HIS STRENGTH! THESE BOXERS WILL SAP YOUR SANITY!

BOXERS-- TAKE THEM!

12

TWO OF THE MIDDLE-SIZED ONES CHASE ME!

AS I TWIST AND TURN, THEY FOLLOW MY PATH!

THEY SEEM CRYSTALLINE IN STRUCTURE! IF I LURE THEM AGAINST THE CONSOLE, WILL THEY SHATTER?

SKA-RASSH!

ONE DESTROYED, ONE TO GO!

WHY DO YOU HIDE, COLLECTOR? SHOW YOUR FACE!

A LUCKY DODGE, AURORA! BUT YOU WILL NOT EVADE THE OTHER! IT WILL CONTINUE TO CHASE *YOU*.

I, ON THE OTHER HAND, WILL BE SAFE. FOR, ONCE I AM VESTED IN MY *ETHERION-MADE ARMOR*, CAMOUFLAGING TRANSMISSIONS FROM ITS OUTER SHELL WILL PROTECT ME FROM PURSUIT.

I WILL BE A MATCH FOR ANY SUPER-BEING!

CRASH!

BELOW--*MORE* BOXERS DESTROYED! BUT *HOW*?!?

KA-RASH!

HAH! HAD 'EM CHASING ME FROM THREE DIFFERENT DIRECTIONS AND JUST *DUCKED*!

ALL THREE SMASHED INTO EACH OTHER-- DESTROYED WITH A SINGLE BLOW!

HA! THEY MAY BE FAST BUT THEY SURE ARE *STUPID*--

eh? COUNT AGAIN, PUCK!

TRAPPED WITHIN THE BOXER, THE DWARF IS ENGULFED BY ITS MIND NUMBING BLACKNESS.

BUT YEARS OF MEDITATION... BORN OF THE DRIVE TO DISCIPLINE A BODY STUNTED BY NATURE AND BESET BY PAIN...

13

...ENABLE HIM TO TRIUMPH NOW...!

A HANDSTAND! A KICK AND--

SMASH!

BUT MARRINA! SHE'S BEING FROZEN! GOT TO HELP HER... BEFORE IT'S TOO LATE!

MEANWHILE...

SASQUATCH HAS SMASHED ONE OF THE THREE THAT ATTACK HIM AND THE MAN IN HIM IS STILL IN CHARGE!

I WILL ANGER HIM WITH TAUNTS AND BRING FORTH THE BERSERKER BEAST!

SKRASH!

CRASHING THESE BOXERS IS NO PROBLEM FOR ME, APE! BE GLAD I DID NOT DO THE SAME TO YOUR MONSTROUS FACE!

DESPITE MY TAUNTS, HE DESPERATELY RETAINS CONTROL!

POOR APE! MY JEST DISTRACTED HIM! HE DOES NOT SEE THE BOXER DESCEND...

"FOR HIM, IT'S A MERE ANNOYANCE. NOTHING THAT SHATTERS SO EASILY CAN LONG CONTAIN HIM."

NO!

INSIDE, HOWEVER, SASQUATCH IS ASSAULTED BY MIND-STEALING DARKNESS, UNTIL WHAT HUMANITY HE HAS RETAINED FLEES BEFORE IT.

BUT WHERE THE MAN-MIND HAS FLED, SASQUATCH THE BEAST REMAINS, AND HIS ANIMAL RAGE WILL NOT BE DENIED!

SMASH!

NORTHSTAR!

SO THE APE RETURNS... IN SPIRIT AS WELL AS BODY! HOW DELIGHTFUL!

WHAT WILL MY SISTER THINK OF HER PLAY-MATE NOW?

14

AURORA IS FORCED TO DODGE THE MISSILES YOU HURL AT ME, AS WELL AS THE BOXER, KONG! SHE SEES WHAT A SADDENED BEAST YOU'VE BECOME.

YOU'VE LOST HER, SASQUATCH! SHE IS MINE!

THE DEBRIS FROM THE BOXERS SMASHED THE FORCE FIELD -- SENT THE SHOCKERS REELING!

WHAT'S WITH *SASQUATCH*?! I REMEMBER HIM AS A SOFT-SPOKEN, MELLOW GUY!

NOW HE'S ACTING ALMOST AS CRAZED AS THE HULK USED TO!

NO! A BOXER'S GAINING ON AURORA!

BUT EVEN AS SPIDEY LEAPS TO SAVE HER...

NO!

MERE SECONDS AGO, YOU REQUESTED MY PRESENCE! AND NOW, MY DEAR ...*HERE I AM* -- SUITABLY ATTIRED FOR THE OCCASION!

EXCELLENT! SHE HESITATED FOR THE BAREST INSTANT, BUT THAT WAS ENOUGH!

THE GIRL, AT LEAST, IS *MINE!*

WHAT *DESTRUCTION!* WHAT FORMIDABLE *STRENGTH!* SASQUATCH WRESTLES A BOXER TO A HALT! IMAGINE!

AT LEAST HE'S OCCUPIED... NEUTRALIZED...BY THAT IMPOSSIBLE FEAT AND UNLIKELY TO CAUSE FURTHER DAMAGE!

15

MEANWHILE...

HA-HA! AURORA DID YOU *SEE* WHAT YOUR LOVER TRIED TO DO?

AURORA?

NO!

IT IS *MY* FAULT! I ENRAGED SASQUATCH!

AND DODGING THE DEBRIS HE HURLED AT ME SLOWED HER-- SET HER UP TO BE CAPTURED!

NO! IT IS *YOUR* FAULT, SASQUATCH--YOUR ANIMAL NATURE! YOUR BESTIAL RAGES!

MY SISTER IS TERRIFIED! I MUST RESCUE HER... BUT FIRST, I MUST DESTROY THE BOXER THAT HOUNDS ME!

LUCKILY, I AM THE FASTER TWIN!

BUT NOT FAST ENOUGH, NORTHSTAR!

CR ASH!

THE BOXERS SHATTER-- BUT WITH THEM THE GLASS CAGES!

NEAR-BY...

FREEING MARRINA WOULD BE HARD ENOUGH WITHOUT FACING A RAIN OF GLASS!

I'VE GOT TO MOVE IT *FAST!*

PUCK HAS NO IDEA WHAT HE IS DOING-- WHAT KIND OF BEING HE IS TRYING TO SAVE...

...NOR WHAT *MONSTERS* MAY BE RELEASED, NOW THAT THEIR RETAINING GLASS IS SHATTERED!

PUCK'S RISKING HIS LIFE TO SAVE ME! YET ONCE, AT THE MASTER'S CALL, MY PLODEX IDENTITY ASSERTED ITSELF...AND I ALMOST KILLED THAT ENTITY!

16

MEANWHILE, AURORA, TRAPPED IN HER BOX, HAS BEEN FIGHTING OFF THE ALL-ENCOMPASSING DARKNESS...

CANNOT GET OUT! NOT STRONG ENOUGH! SO DARK! SO DARK...

BUT HOW CAN THIS BE? HOW CAN THE BOX CONTAIN *AURORA*? AURORA IS A CHILD OF LIGHT AND LAUGHTER!

JEANNE-MARIE IS THE CHILD OF DARKNESS ...THE ONE TO BE LOCKED IN CLOSETS... TO PRAY THERE... TO BEG PARDON FOR HER SINS!

IT IS *SHE* WHO IS BAD... WHO *DESERVES* TO BE HERE!

SISTER ROSE... I AM SORRY... LET ME OUT, PLEASE... LET ME OUT...

WHILE...

NO MORE BOXERS TO HURL AT YOU, NORTHSTAR...

RRIIIPP!

...BUT THAT WILL NOT STOP *SASQUATCH!*

AH! *CRYSTALS!* HARD, SHARP...

...DEADLY!

CRASH!

SASQUATCH IS TOTALLY BERZERK--PEPPERING THE ROOM WITH MISSILES... FORCING NORTHSTAR AWAY FROM HIS SISTER!

IT'S UP TO ME TO SAVE HER... IF I CAN MAKE IT THROUGH THIS DEADLY BARRAGE!

SASQUATCH! *STOP!* THOSE CRYSTALS POWER THE SHIP! WITHOUT THEM, IT WILL CRASH INTO THE SEA!

NOT ONLY THAT, BUT YOU'VE SMASHED THE CHAMBERS IN WHICH THE PLODEX SLUMBER! YOU CANNOT BEGIN TO UNDERSTAND WHAT HORRORS YOU HAVE RELEASED!

17

ELSEWHERE...

CRYSTALS! SHARP AND, IF I'M LUCKY, HARDER THAN GLASS! CAUGHT 'EM!

AND I CONSIDERED MY STINT AS CATCHER FOR THE FLYING ZAMBINIS A WASTE OF TIME!

MAYBE YOU OUGHT TO SURRENDER, COLLECTOR, eh?

NEVER! THIS DEBACLE HAS GONE TOO FAR! THERE ARE NO BOXERS LEFT!

TIME TO DIVEST MY-SELF OF MY *HEAVY* ARMOR AND GET SERIOUS!

THE KYMELLIANS WARNED ME THAT OVERUSING THE FLUTE MAY DAMAGE ITS DELICATE PORCELAIN, BUT YOU GIVE ME NO CHOICE!

WHILE BELOW...

SMASH! CRACK!

SO FAR, SO GOOD!

WHILE ABOVE...

MY SHIELDED VISOR SHOULD PROTECT *MY* EYES...

...WHILE I PIPE A FEW WAKE-UP NOTES!

I'M FINALLY MAKING IT THROUGH THE BARRAGE OF CRYSTALS SASQUATCH IS HURLING. THAT GUY'S GOT A *BIG* MAD ON!

BUT AURORA LOOKS PAIN-FULLY WITHDRAWN...! WHAT ALIEN HORRORS--

OH NO! I RECOGNIZE THAT SOUND! MY INCARCERATION IN THE CLAM SPARED ME THE FULL *VISUALS*...

...BUT THE COLLECTOR THOROUGHLY NARRATED THE SOPORIFIC EFFECT OF *SNAKE-EYES!*

18

GOT TO STOP HIS PLAYING BEFORE HE FINISHES HIS WAKE-UP CALL AND PUTS THE REST OF US TO SLEEP!

WITH SPECTACULAR SPEED, SPIDER-MAN LEAPS FOR THE COLLECTOR...

...WHO ZOOMS ASIDE, TO ALL EYES, A BLINDING BLUR OF MOTION. IN THIS ARMOR HE HAS OUTFLOWN THE FASTEST BEINGS ON A DOZEN WORLDS...

NATIVE ABILITY VERSUS ETHERION ARMOR, EH, SPIDER-MAN?

TALENTED AS YOU ARE, YOU HAVEN'T GOT A--

NO!

BUT NEVER HAS HE ENCOUNTERED THE SPEED AND AGILITY OF THE AMAZING SPIDER-MAN!

DRAT!

WHEW! THAT SHOULD TAKE CARE OF OLD *SNAKE-EYES!*

CRASH!

19

HE'S AWAKENING BUT HIS HYPNOTIC EYES ARE STILL HALF CLOSED!

I PROBABLY HAVE ABOUT ONE SECOND--

--TO MAKE SURE THEY *STAY* THAT WAY!

NOW PUT YOUR LITTLE HEAD DOWN AND GO BACK TO SLEEP!

20

CRASH!

YOU GIBBERING FOOL! WITHOUT THE FLUTE, SNAKE-EYES IS UNCONTROLLABLE!

BETWEEN YOU AND ALPHA-FLIGHT, MY ENTIRE SHIP IS BEING DESTROYED!

SINCE YOU HAVE REPEATEDLY REFUSED TO SURRENDER, I WILL TAKE ADVANTAGE OF MY TEMPORAL TRANSPORTER TO GO ELSEWHERE...

...AND LEAVE YOU ALONE TO DEAL WITH THE HAVOC YOUR AWAKENING OF THE *PLODEX* WILL CAUSE UPON YOUR EARTH!

HUMPH! YOU COLLECTORS LOVE YOUR SPECIMENS WHEN THEY'RE QUIET AND WELL-BEHAVED...

...BUT AT THE TINIEST HINT OF TROUBLE...

SKRASH!

...YOU PLAN TO RUN AWAY!

OR MIGHT THAT BE A-*WHEN*?

N-NO! WHAT IS HAPPENING?

IT MAY SEEM BAD UP HERE, AURORA, BUT IT AIN'T NUTHIN' COMPARED TO WHAT'S GOING ON DOWN BELOW!

WHERE...

CRASK!

KERASSH!

SCRATCH ONE AQUARIUM!

MARRINA!

P-PUCK...!

SKRASH!

JUST FROZE AS WALRUS TOES, EH? AND AS LIVELY! LUCKILY, *I'M* LIVELY ENOUGH FOR TWO, SWEET-THING!

OOPS! WATCH OUT FOR RAMPAGING GIANT SNAKES!

REMINDS ME OF THAT TIME IN AFGHANISTAN I PLAYED CHICKEN WITH THE ORIENT EXPRESS!

PUCK...WITHIN THE GLASS... MONSTERS!

EVEN NOW THE SHIP'S WARMTH REVIVES THE UNLEASHED PLODEX! WITH SNAKE EYES BLINDED, I CANNOT RESTRAIN THEM HYPNOTICALLY...

...AND THERE IS SUCH HAVOC BELOW THAT MY TRANSPORTER, THOUGH IT LIES IN A CRATE THERE, IS BEYOND MY REACH. A TERRIBLE QUANDARY...

...AND A TERRIBLE *WASTE* ...OF THE FINEST PLODEX COLLECTION IN THIS GALAXY!

21

BEFORE MARRINA, BEHIND HER, BESIDE HER...THE PLODEX RISE, SCIONS OF HER MOST TERRIFYING NIGHTMARES...HIDEOUS, BESTIAL, DEADLY...

THESE ARE MY PEOPLE, PUCK! FINALLY!

THE ONLY ONES OF MY FLESH AND BLOOD I MAY EVER KNOW! THEY TERRIFY AND DISGUST ME...

...BUT, LORD HELP ME, CAN I HELP ALPHA FLIGHT DESTROY THEM?

NEARBY, DESPITE THE CAREENING SNAKE AND THE AWAKENING MONSTERS, THE DEADLY RAIN OF MISSILES CONTINUES...

THUMP!

YOU ARE SO FILLED WITH BLOOD-LUST, ANIMAL, YOU IGNORE THE LOOMING SNAKE THAT ATTACKS FROM BEHIND--

--OR ARE YOUR MADDENED EYES BLINDED BEYOND THE OBJECT OF YOUR RAGE?

OOF!

IF SO, APE... LET THE SNAKE'S RAGE BE VISITED UPON YOU--

--LEAVING ME FINALLY FREE TO JOIN MY SISTER!

22

AURORA! WHY ARE YOU SQUIRMING AROUND LIKE THAT? WHAT'S COME OVER YOU?

NO! YOU MUST NOT CALL ME BY THE FOUL NAME...

...OF SHE WHO DELIGHTS IN ABANDONING POOR *JEANNE-MARIE* IN FRIGHTENING PLACES...

...IN THE ARMS OF DANGEROUS MEN...SURROUNDED BY *MONSTERS*...

WHAT?!?

SPIDER-MAN! GIVE ME MY SISTER!

YOU'LL HAVE TO CALM DOWN YOUR HAIRY ORANGE LOVER, AURORA!

HE--WITH THE HELP OF THE SNAKE YOUR GALLANT *RESCUER* SET LOOSE--IS DESTROYING THE SHIP!

WHAT DO YOU MEAN, JEANNE-PAUL?

YOU, OF ALL PEOPLE, SHOULD KNOW THAT *JEANNE-MARIE* HAS NO LOVER!

WELL, NORTHSTAR, YOU GOT WHAT YOU WANTED! MUCH GOOD MAY IT DO YOU!

MUCH GOOD MAY IT DO US *ALL!*

23

YOU WANT HER? *TAKE HER!*

YOU PEOPLE ALL BELONG IN A *LOONEY-BIN!*

WE'RE COLLECTED BY AN OBSESSED ALIEN-- SURROUNDED BY MONSTERS--AND DOES IT *BOTHER* YOU?

NOOOO! CAN'T LET A LITTLE THING LIKE THE SHIP BEING TORN APART DISTRACT YOU FROM YOUR FULL-TIME SOAP OPERA!

SASQUATCH TURNS INTO A RAGING PSY-CHOTIC! *AURORA* TURNS INTO SOMEBODY ELSE!

AND *YOU*, NORTHSTAR, OLD PAL, HAVEN'T BEHAVED RATIONALLY FROM THE BEGINNING!

Pwip!

THE ONLY SANE-- AND I USE THE WORD ADVISEDLY--MEMBERS OF YOUR CONTINGENT ARE MONSTER BAIT--

--UNLESS I HELP THEM!

THOUGH, IF IT TURNS OUT THEY'RE LIKE THE REST OF YOU, THEY MAY NOT BE *WORTH* SAVING!

JEANNE-MARIE! *AURORA!* YOU MUST LISTEN TO ME! YOU MUST STOP--

NO! JEAN-PAUL-- TAKE ME AWAY FROM THIS TERRIBLE PLACE! THERE ARE *MONSTERS!* MONST--

EEEEEEE!

ZAP!

ARGH!

SHOCKED! BLACKING OUT! NO! FOR M-MY SISTER--

--I MUST *NOT!* SHE'S HELPLESS AS ONLY JEANNE-MARIE CAN BE-- IN THE GRASP OF THAT PLODEX MONSTROSITY!

NO! RETURN HER, MONSTER! SHE IS *MINE!*

24

BUT EVEN AS NORTHSTAR GIVES CHASE, SASQUATCH LIFTS THE THRASHING SNAKE EYES IN A BEAR HUG. WHILE BEHIND HIM...

MONSTERS! SURROUNDING ME!

WITH GARGANTUAN STRENGTH, SASQUATCH HURLS THE BLINDED BEHEMOTH AND...

ENOUGH!

HA! MANY ARE CRUSHED 'NEATH THE SNAKE'S GIANT BULK!

THUD!

SOON YOU WILL *ALL* LEARN THAT NOTHING CAN DISTRACT SASQUATCH FROM NORTHSTAR!

AND NEARBY...

SPIDER-MAN'S JOINED THE BATTLE, MARRINA, BUT ALL ALONE HE'S NOT ENOUGH!

YOU'VE GOTTA PITCH IN, TOO-- OR THOSE MURDEROUS ALIENS'LL DE-STROY US!

MURDEROUS ...ALIENS... YES! THEY AND I ARE ONE!

BUT IF TO SAVE US, I MUST RELEASE THE MONSTER WITHIN MY SOUL--

--SO BE IT!

SLASH!

MEANWHILE...

FOOLISH MORTAL! AS IF THE EFFORT OF ONE PLODEX CAN STEM THAT OVERWHELMING TIDE!

YOU DEMOLISH MY SHIP-- LIMIT MY FREEDOM TO ESCAPE INTO *SPACE!* SO BE IT!

WITHIN THIS CRATE IS THE MEANS BY WHICH, IF NECESSARY, I WILL ESCAPE THROUGH *TIME!*

AS HE HAS CLAIMED, NOTHING **CAN** DISTRACT THE ENRAGED SASQUATCH!

BUT SASQUATCH IS TWO BEINGS... MONSTER **AND** MAN... AND IT IS THE **MAN** WHO AT LAST HEARS JEANNE-MARIE'S TERRIFIED WAILING...

EEEEEEEEE

EEEEEEEE! HELP ME!

...AND ACTS!

AURORA!

UGLY AND USELESS-- YOU'LL MAKE A GREAT CLUB!

THUD!

JUST WHAT I NEED TO KNOCK AURORA FROM YOUR BROTHER'S GRASP...

N-NO! ANOTHER MONSTER!

POOR JEANNE-MARIE CANNOT ESCAPE ...CAN NEVER...

...AND SAFELY INTO MY ARMS!

AURORA! ARE YOU ALL RIGHT!?!

26

NORTHSTAR! THIS IS *YOUR* DOING!

PERHAPS, APE! BUT MINE WAS A SMALL TRANSGRESSION, *N'EST-CE PAS?*

BUT YOURS--! ONCE, YOU GRIPPED THAT SNAKE AS FIRMLY AS NOW YOU HOLD ME...YET YOU HURLED IT AWAY, ANNOYED...

"...FREEING IT TO RIP APART THE SHIP.

KER-ASH!

"THANKS TO YOUR SENSELESS ACT, WE WILL ALL BE DESTROYED!"

SPLASH!

WHY, YOU JEALOUS LITTLE WEASEL! YOU KNEW MY WEAKNESS! *TAUNTED* ME!

DID EVERYTHING WITHIN YOUR POWER TO FORCE ME TO LOSE CONTROL!

YOU DELIBERATELY ENDANGERED YOUR SISTER... *ALL* OF US!

I OUGHT TO THROTTLE--

N-NO, CHER WALTER!

NO, SASQUATCH! HE MAY BE IN-SUFFERABLE, AND I MAY NEVER SPEAK TO HIM AGAIN...

...BUT HE IS MY *BROTHER!*

27

WHILE ACROSS THE ROOM...

I SEE NOW MY CAUSE IS LOST! THE SHIP HAS BEEN DAMAGED BEYOND ITS ABILITY TO MAINTAIN SUFFICIENT ALTITUDE!

AND SO I BID YOU AND YOURS A FOND FAREWELL!

PUCK! HE'LL USE THAT THING TO ESCAPE! I CAN'T BREAK FREE OF THIS ALIEN...IN TIME TO REACH HIM!

YOU CAN'T, MAYBE...

...BUT WHAT'S STOPPING *ME*, EH?

THOCK

MY TRANSPORTER!

PWIP!

PWIP!

FORGET IT, COLLECTOR! YOU'RE NOT GOING ANYWHERE!

SUDDENLY, OUTSIDE...

SPLASH!

28

INSIDE...

THE COLLECTOR'S SHIP! THE OCEAN FLOODS THROUGH THE HOLE SNAKE EYES MADE IN IT.

NOTHING WILL STOP MY PEOPLE ONCE THEY ESCAPE INTO THE SEA...PRIMED FOR CONQUEST!

I MUST SPIN--

--CREATE A WATER-SPOUT THAT WILL WASH THEM BACK HERE IN-SIDE THE SHIP!

ITS FORCE WILL...*MUST* SUBDUE THEM...

...OR THE EARTH, MY FOSTER HOME, WILL FALL HAPLESS VICTIM TO THEIR DEADLY RAMPAGE!

INCREDIBLE! THE PLODEX ARE UNCONSCIOUS! AND AT LEAST HALF MY COLLECTION IS STILL INTACT!

PERHAPS IT IS A *BLESS:NG* THAT I DID NOT ESCAPE!

YOU WON'T THINK THAT WHEN WE'RE THROUGH WITH YOU!

NO! YOU DO NOT UNDERSTAND! THIS BATTLE MUST END NOW! THE SEA WATER WILL ENDANGER SOME OF THE SPECIME:.3...

...AND PLACE IN *JEOPARDY* THE SURVIVAL OF THE ENTIRE UNIVERSE!

THE *UNIVERSE?* WHAT ARE YOU TALKING ABOUT?

29

I AM ONE OF THE *ELDERS OF THE UNIVERSE*... AN IMMORTAL RACE OF EXTRA-TERRESTRIALS ...THE OLDEST SENTIENT BEINGS ALIVE!

I AM PRONE TO APOCALYPTIC VISIONS, A DISTRESSING NUMBER OF WHICH COME TRUE.

MY MOST RECENT VISION WAS OF A BEING -- A HORNED *DEMON* WITH A SWORD OF *TWILIGHT* -- SETTING FLAME TO A DOOMED UNIVERSE!*

"I CAN DO NOTHING TO PREVENT SUCH EVENTS FROM OCCURRING...

"BUT, FOR ALMOST FOREVER, I HAVE COLLECTED PRIME OBJECTS AND BEINGS...

"...THAT COULD BE USED TO REPOPULATE THE UNIVERSE SHOULD IT BE DECIMATED!"

*SEE CURRENT ISSUES OF THOR-- AS IF YOU DIDN'T KNOW! -- DANNY.

SORT OF A COSMIC NOAH, EH?

EXACTLY! THE PLODEX SEEMED PARTICULARLY WELL SUITED TO MY BENEVOLENT PURPOSE, SINCE THERE IS SUCH A VARIETY OF THEM.

AND THOUGH THEY'RE AMONG THE FIERCEST PEOPLE IN THE UNIVERSE, THEY'RE NOTHING TO *EARTH'S SUPER HEROES!*

I'VE TRIED TO COLLECT THE AVENGERS NUMEROUS TIMES-- PRIME SPECIMENS ALL--BUT THEY'VE HEARTILY RESISTED! AND NOW *YOU* HAVE DEFEATED ME AS WELL!

THEY'RE SO... AGGRESSIVE, AND ADAPTABLE!

MIGHT AS WELL TRY FLATTERY IF APPEALS TO GOOD CITIZENSHIP DON'T WORK, EH, COLLECTOR?

MAYBE IT NEVER OCCURRED TO HIM THAT HUMANS HAVE AN AVERSION TO BEING FLASH-FROZEN?

WE CAN'T DO ANYTHING ABOUT THE FATE OF THE UNIVERSE... BUT WE CAN WORRY ABOUT THE *EARTH!*

YOU ARE RIGHT, SPIDER-MAN! ALLOWING THE COLLECTOR'S MONSTERS TO REMAIN HERE... *IMPOSSIBLE, N'EST-CE PAS?*

SOUNDS GOOD TO ME! SURELY, SOMEWHERE IN THIS HUGE SHIP, COLLECTOR, YOU HAVE A *PUMP!*

YOU DO? GOOD! HOW SOON CAN YOU GET THIS VESSEL REPAIRED AND AWAY FROM EARTH?

YEAH! THEY'LL BE WAKING UP SOON-- PRIMED TO TAKE OVER!

THEN MAYBE WE BETTER GET THEM OUT OF HERE WHILE WE CAN!

30

SEVERAL HOURS LATER...

WELL, THERE HE GOES!

I WONDER, SPIDER-MAN... DID HE REALLY PLAN TO USE YOU AND MARRINA TO HELP RESEED A DOOMED UNIVERSE?

PROBABLY NOT!

HE SEEMED TO BE HAVING TOO MUCH FUN COLLECTING US FOR ME TO BELIEVE HE'S...

...A BEING WITH A SOMBER AND SERIOUS PURPOSE.

OUI! HE WAS COLLECTING FOR ITS OWN SAKE, MOST LIKELY!

I WONDER... IS HE HONORABLE ENOUGH TO KEEP HIS WORD?

AND CONSIDER EARTH *OFF LIMITS* FROM NOW ON? I DOUBT IT! HE'D SAY ANYTHING TO GET HIS COLLECTION BACK, *eh?*

WELL, AT LEAST THAT SHIP FULL OF MONSTERS WON'T BE AROUND TO WREAK HAVOC ON EARTH!

FOR NOW! BUT I SUSPECT THAT THE COLLECTOR WILL BE BACK SOME DAY WITH SOME *NEW* HORROR!

MONSTERS... HORRORS! THAT IS WHAT MY PEOPLE ARE ... WHAT *I* AM!

PERHAPS I SHOULD HAVE GONE OFF IN THAT SHIP WITH THEM. SOME DAY I MAY PROVE JUST AS DEADLY...

FAREWELL FOR NOW. I MUST BE ALONE!

MARRINA!

IT'S NO USE, PUCK! SHE'S GONE!

31

IT WAS HARD ON MARRINA, PUCK, *NON*?-- DISCOVERING HER PEOPLE LIKE THAT!

SHE'LL GET OVER IT, NORTHSTAR. ***EARTH'S*** HER HOME NOW AND ***WE'RE*** HER PEOPLE! SHE PROVED THAT TODAY, *eh*?

DID YOU NOTICE, CHER WALTER, ALL THE WONDERFUL THINGS THE COLLECTOR HAD IN HIS SHIP?

I THINK HIS ***COSMIC NOAH*** ACT WASN'T ENTIRELY A POSE! HE REALLY FEELS HE'S PRESERVING THINGS BEAUTIFUL AND SPECIAL!

BUT WHY WAS HE IN SUCH A RUSH TO GET OUT OF HERE?

SOMETHING ABOUT BARELY HAVING ENOUGH TIME TO REACH SERIUS 5 AND COLLECT SOME POPPY!

WELL, BETTER A POPPY THAN ***US!*** HE MAY NOT MEAN IT MALICIOUSLY, BUT HE'D JUST AS SOON FREEZE US AS LOOK AT ANY OF US!

THE OTHERS WILL GO DIRECTLY HOME...

...WE'LL DROP YOU IN NEW YORK, SPIDER-MAN...IT'S THE LEAST WE CAN DO, NORTHSTAR, *eh*?

SOON...

HERE'S WHERE I GET OFF!

FAREWELL, SPIDER-MAN!

IT'S BEEN FUN!...

...SORT OF!

ONLY NEXT TIME, LET'S MEET UNDER PLEASANTER CIRCUMSTANCES!

PWIP!

32

WHILE BELOW...

SPIDER... MY SPIDER... WHERE CAN HE HAVE GONE?

ANYBODY HOME?

SPIDER!

OH, SPIDER! I DIDN'T GO LOOKING FOR YOU! I DIDN'T ASK AT THE BUGLE OR AT YOUR APARTMENT OR ANYWHERE...

I KNEW YOU'D BE MAD AT ME IF I DID! BUT IT WAS SO HARD NOT DOING ANYTHING!

I JUST SAT HERE AND WORRIED... THE WHOLE TIME YOU WERE GONE!

THE BEST THING YOU COULD HAVE DONE!

OH, POOH! WHERE WERE YOU, LOVER? OFF ON SOME NEW SECRET WAR?

I'LL TELL YOU LATER, CAT, BUT I CAN'T PROMISE YOU'LL BELIEVE IT!

I JUST WANTED TO LET YOU KNOW I WAS OKAY BEFORE I HEADED HOME FOR SOME REST!

LOVER,.. WHY DON'T I--

YOU JUST STAY *HERE!* I SAID *REST*... REMEMBER?

WE'LL MEET LATER TONIGHT FOR A FIRST-CLASS PROWL! OKAY?

33

MINUTES LATER, SPIDER-MAN LEAPS IN THROUGH THE SKY LIGHT OF PETER PARKER'S CHELSEA APART-MENT...

FINALLY! BED, HERE I COME!

AND I THOUGHT I HAD PROBLEMS! RARELY HAVE I SPENT SUCH AN INSANE TIME WITH SUCH A BUNCH OF LUNATICS!

POOR *SASQUATCH!* AND *NORTHSTAR!* AND HERE I THOUGHT THE *CAT* WAS MAKING *ME* CRAZY!

SHE MAY PREFER TO IGNORE HER CIVILIAN IDENTITY-- AND MINE-- BUT SHE'S NO *AURORA!* AT LEAST SHE KNOWS WHO SHE IS!

AUNT MAY'S ANGRY AT ME? WHAT'S SHE-- COMPARED TO A HORDE OF RAMPAGING ALIENS?

AT LEAST I CAN TALK TO HER... IF I CAN GET HER TO MAKE UP AND TALK TO *ME!*

SURE, ROBBIE'S A LITTLE NEUROTIC ABOUT BEING THE BUGLE'S EDITOR... AND A LITTLE PICKEY ABOUT MY WORK RIGHT NOW...

...BUT HE'S NO *COL-LECTOR!*

AND THIS ALIEN-MADE COSTUME-- *WEIRD...*

...BUT AT LEAST IT *SEEMS* TO BE ON MY SIDE! IT EVEN PUTS ITSELF AWAY!

SO WHAT IF THE PUBLIC'S GETTING BORED WITH PICTURES OF SPIDEY? SO WHAT IF I NEED A WHOLE NEW ARRAY OF PHOTO SUBJECTS?

GREAT! WONDERFUL! *THESE* ARE THE KINDS OF PROBLEMS I'M USED TO... THE KIND I CAN *DEAL* WITH!

NOW I KNOW JUST HOW *DOROTHY* FELT! ONLY--OH,NO!--

I FORGOT TO TAKE ANY PICTURES!

END.

Stan Lee PRESENTS:

NO PLACE TO RUN

BOB DE NATALE- STORY
DAVID MAZZUCHELLI- PENCILS
BRETT BREEDING- INKS
JANICE CHIANG- LETTERS
CHRISTIE SCHEELE- COLORS
DANNY FINGEROTH- EDITING
JIM SHOOTER- EDITOR-IN-CHIEF

ALBANY, NEW YORK, 1984...

HI, HON, I'M HOME!

HMMMM. GUESS SHE'S NOT IN YET.

THE MAN'S NAME IS ARTHUR BERMAN. HE IS DECENT, MORAL, INTELLIGENT, AND ONLY BEGINNING TO FIND HIS PLACE IN THE WORLD.

HE SETTLED IN ALBANY BECAUSE IT'S SANE HERE. ALBANY IS A CLEAN, YOUNG CITY. IT DOESN'T WEIGH ON YOUR SHOULDERS.

THE WOMAN ARTHUR IS HAPPY TO SEE IS JENNIFER, HIS WIFE. SHE'S A DANCER AND GETTING BETTER AT IT EVERY DAY.

SHE, TOO, WANTS NOTHING MORE OUT OF LIFE THAN TO DO WHAT'S RIGHT.

TWO YOUNG PEOPLE, FULL OF HOPES AND DREAMS. BUT THEY UNDERSTAND VERY LITTLE OF THE WORLD AND HOW IT WORKS, AND THAT FRUSTRATES THEM.

THEY ARE ABOUT TO UNDERSTAND IT EVEN LESS.

I WANT TO CATCH A BIT OF THE NEWS BEFORE I GIVE YOU A HAND WITH DINNER.

I'LL JOIN YOU IN A SEC--

UH, ART...

...ART, I THINK YOU'D BETTER COME SEE THIS.

WHAT'S UP, HON? I PUT THE RICE--

SHHHH!

...WE STILL HAVEN'T HEARD FROM THE MAYOR'S OFFICE, SO THERE IS AS YET LITTLE INDICATION THAT THE GENERAL PUBLIC IS IN ANY WAY THREATENED.

THE POLICE HAVE BLOCKED OFF THE AREA AROUND THE GARAGE AND SEEM RELUCTANT TO LET REPORTERS INTO THE VICINITY. IT'S IMPOSSIBLE TO DETERMINE EXACTLY WHAT'S HAPPENING.

STILL, ROGER, THERE ARE CERTAIN THINGS WE DO KNOW.

FOR THOSE JUST TUNING IN, LET ME RECAP THE STORY. THERE IS A BATTLE TAKING PLACE IN A PUBLIC GARAGE ON 12TH AVENUE IN MID-TOWN ALBANY BETWEEN SOME MEMBERS OF THE FANTASTIC FOUR AND ANOTHER UNNAMED SUPER-POWERED PERSON.

YES, BUT AT THIS POINT IT WOULD SEEM THERE IS A STANDOFF AND FIGHTING HAS STOPPED...

...BUT, AS WE SAID, THE AREA IS BLOCKED OFF, SO IT'S DIFFICULT TO FIND OUT WHAT IS GOING ON.

WORD IS THAT NO INNOCENT BYSTANDERS HAVE BEEN HURT AND THERE HAS BEEN LITTLE PROPERTY DAMAGE. THERE ARE REPORTS, STILL UNCONFIRMED, THAT THE BATTLE INVOLVES THE ATTEMPTED HIJACKING OF A HIGHLY DANGEROUS, POSSIBLY RADIOACTIVE SUBSTANCE. BEYOND THAT...

... THINGS ARE A MYSTERY. EXACTLY WHICH OF THE FF ARE INVOLVED, WHO THEIR FOE IS, AND MOST IMPORTANTLY, THE THREAT TO THE PUBLIC POSED BY THE POSSIBLY RADIOACTIVE SUBSTANCE...

...ARE ALL UNKNOWN AT THE PRESENT TIME.

EXCUSE ME FOR INTERRUPTING, ROGER, BUT I'VE JUST RECEIVED WORD THAT A CAMERA CREW IS ACTUALLY INSIDE THE GARAGE. WE SHOULD BE GETTING A LIVE BROADCAST ANY SECOND NOW.

LET'S HOPE THIS IS A SIGN THAT THE SITUATION IS RESOLVED, LYNN, AND WE CAN ALL BREATHE A LITTLE EASIER.

THE CREW IS READY...

...WE NOW SWITCH TO LIVE COVERAGE.

THIS IS MIKE HARRIS REPORTING FROM INSIDE THE BARCLAY GARAGE.

THE HUMAN TORCH AND THE BLACK PANTHER ARE BATTLING A PERSON KNOWN AS THE CRIMSON DYNAMO--AND FARING VERY POORLY. THE PANTHER SEEMS TO BE OUT OF THE ACTION--

CAN YOU SEE THIS? IT'S INCREDIBLE!

--AND NOW, SO IS THE TORCH!

THIS IS ALL HAPPENING TOO FAST TO DESCRIBE...

THE PANTHER AND THE DYNAMO ARE SQUARING OFF. THE DYNAMO'S ABOUT TO--

SZZAKK!!

WE APOLOGIZE. TRANSMISSION SEEMS TO BE TEMPORARILY INTERRUPTED.

MIKE! MIKE! CAN YOU HEAR ME?

... THE CRIMSON DYNAMO WAS AT ONE TIME AN AGENT OF THE SOVIET GOVERNMENT. WE HAVE NO INFORMATION ON HIS CURRENT STATUS, ALTHOUGH IT SEEMS UNLIKELY THAT THE SOVIETS WOULD SANCTION SUCH AN OPEN DISPLAY OF AGRESSION AND FORCE. IF THEY WERE DISCOVERED TO BE BEHIND THIS, THE REPERCUSSIONS COULD BE MONUMENTAL. SO FAR, THE WHITE HOUSE HAS...

ARE YOU SURE YOU DON'T WANT ANY CASSEROLE, ART? I'M ABOUT TO PUT IT AWAY.

I'M NOT HUNGRY.

I DON'T KNOW, EILEEN.

THEY'RE NOT TELLING US A THING. WHAT COULD BE HAPPENING OUT THERE? WHY DON'T THEY WANT US TO KNOW?

I NEVER THOUGHT IT WOULD MAKE IT UP NORTH TO US! THIS IS CRAZY. THEY'RE ALL CRAZY!

WHY COULDN'T THEY STAY IN NEW YORK?

ART, COME QUICK! THEY JUST SAID THAT--

I HEARD. THEY'RE ABOUT TO MAKE AN ANNOUNCEMENT.

I'M SCARED.

I'M PLEASED TO REPORT WORD HAS JUST COME IN THAT THE INCIDENT IN THE MID-TOWN GARAGE IS OVER AT LAST. THE CRIMSON DYNAMO IS IN THE CUSTODY OF THE F.B.I., AND A CLEAN-UP CREW HAS BEEN SENT IN.

DESPITE THE CLEAN-UP CREW, REED RICHARDS OF THE FANTASTIC FOUR GIVES HIS ASSURANCE THAT NO RADIOACTIVE SUBSTANCES WERE INVOLVED AND THAT THE THREAT POSED TO THE PUBLIC WAS MINIMAL.

HE DECLINED TO COMMENT FURTHER, RELUCTANTLY CITING THE NEEDS OF NATIONAL SECURITY, BOTH OF THE U.S. AND THE PANTHER'S KINGDOM, WAKANDA.

IT LOOKS AS IF WE MAY NEVER KNOW EXACTLY WHAT HAPPENED HERE THIS EVENING--

THE END

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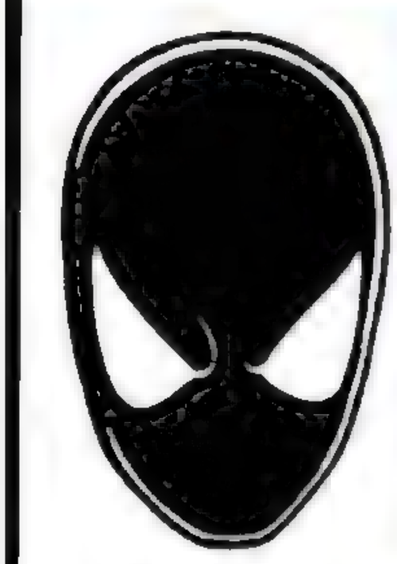
PETER PARKER, THE SPECTACULAR SPIDER-MAN™

IT'S YOUR CHOICE, SPIDER-MAN! SAVE THE BLACK CAT--

--OR DEFUSE THIS *BOMB!*

EITHER WAY...*THE ANSWER* WINS!

MILGROM



A HOT TIME IN THE OLD MORGUE TONIGHT!

L-LOOK OUT, MAN! HE'S *FLYIN'*!

YEAH, MAN! AND HE'S FLYIN' RIGHT AT US!

BUT WHY?! WHO *IS* THIS DUDE?!

Stan Lee PRESENTS:
A MILGROM / MOONEY / ALBERS / SHAREN / FINGEROTH / SHOOTER PRODUCTION

GOOD QUESTIONS! AND I AM...

THE ANSWER!

SKA-

THUD!

AWRIGHT, FLY BOY-- NO ONE KICKS ME AND GETS AWAY WITH IT!

YEH! CUT 'IM, JIM!

SNIKT

I'M LOOKING FOR YOUR BOSS!

SWW!!!!!!!!T

K-CHAK!

WHERE IS HE?

ARRRR! I'M STUCK, MAN! HE STUCK ME!!

WHERE IS HE?

HE'S DEAD, MAN!

HIS BODY?

THE POLICE MORGUE!

STUCK--I'M STUCK! BLEEDIN' OH, MAMMA!

VERY WELL. THE ANSWER HAS HIS ANSWER! YOU MAY LIVE.

BUT, BEFORE I CHECK TO BE CERTAIN YOU ARE TELLING THE TRUTH, I MUST CHECK IN ON ONE *OTHER* BODY. A LIVE ONE.

2

WOW! GREAT SHOT!

ADMIT IT, PETER, OLD BOY, THESE PHOTOS THE BLACK CAT TOOK OF YOU IN YOUR NEW SPIDEY LONG JOHNS ARE NOTHING LESS THAN SPECTACULAR.

THE PICS OF THAT NEW SUPER-BADDIE, THE *ANSWER*, AREN'T TOO SHABBY, EITHER!

DAILY BUGLE

SPIDER-MAN

I FEEL GUILTY ABOUT TAKING CREDIT FOR THE PHOTOS MYSELF, BUT IT WOULD BE AWFUL HARD TO EXPLAIN THE CONNECTION BETWEEN PARKER AND THE BLACK CAT WITHOUT COMPROMISING MY SECRET IDENTITY AS *SPIDER-MAN!*

BESIDES, I CAN *REALLY* USE THE MONEY THESE PICTURES BROUGHT IN. I'LL FIND SOME WAY TO MAKE IT UP TO THE CAT--

KNOCK KNOCK

EH-- SOMEONE AT THE DOOR.

OH, MRS. MUGGINS...

CAN THE SMALL TALK, PARKER--

--WHERE'S THE *RENT* YOU OWE ME? IF YOU THINK I'M RUNNING SOME KIND OF CHARITY OUTFIT HERE...

BELIEVE ME, MRS. MUGGINS, THAT THOUGHT HAD *NEVER* OCCURRED TO ME!

HERE'S YOUR MONEY! *CASH!*

WHU-?!

HMPH! WELL, IT'S ABOUT *TIME!* DON'T MAKE ME COME AFTER Y--

YOW! WHAT WAS *THAT?!*

HUH?

WHAT WAS *WHAT?*

I SAW SOMETHING *MOVING* IN THE JOHN, SOMETHING *BLACK!*

IS IT THAT BIMBO OF YOURS, PARKER? THE ONE I CAUGHT SNEAKING OUT OF HERE A FEW NIGHTS BACK?

YOU KNOW, THE ONE IN THE KINKY UNDERWEAR WHO LOOKED LIKE A REFUGEE FROM THAT BROADWAY SHOW, "CATS"!

I DON'T *APPROVE* OF THOSE KINDA SHENNANIGANS, PARKER--

YOU'VE MADE THAT QUITE *CLEAR*, MRS. MUGGINS. NOW IF YOU'LL *EXCUSE* ME...

AND DON'T FORGET I'M GOING TO WANT A RECEIPT FOR THAT MONEY! 'BYE!

COULD SHE HAVE SEEN THE BLACK CAT COMING IN THE SKYLIGHT? IT WOULDN'T BE THE FIRST TIME FELICIA HAS BURST IN ON ME UNANNOUNCED.

SOMETIMES I THINK THAT GIRL IS DETERMINED TO BLOW MY COVER!

NOPE! NOTHING IN HERE. NOTHING EXCEPT MY NEW COSTUME HANGING UP TO DRY!

HMMM... MAYBE THE WIND BLEW IT-- EXCEPT THE SKYLIGHT'S *CLOSED!*

OF COURSE, THAT COSTUME *IS* CAPABLE OF INDEPENDENT MOTION. EVER SINCE I PICKED IT UP ON THAT OTHER PLANET IN THE MIDDLE OF THE BEYONDER'S WAR,* I'VE BEEN WONDERING JUST WHAT MAKES IT TICK.

SO FAR IT ONLY MOVES IN RESPONSE TO MY MENTAL COMMANDS, BUT... THERE'S SO MUCH ABOUT IT I DON'T KNOW.

I JUST HAVE TO TAKE THE SUIT OVER TO THE BAXTER BUILDING AND HAVE THE FANTASTIC FOUR'S LEADER, REED RICHARDS, EXAMINE IT FOR ME LIKE HE OFFERED TO!

HE'S GOT THE SCIENTIFIC EQUIPMENT AND THE BRAIN POWER TO GET SOME ANSWERS THAT SEEM TO BE EVADING SCIENCE WHIZ PETER PARKER.

4

*SEE THE **SECRET WARS LIMITED SERIES** -- DANNY.

A LOT OF THINGS SEEM TO BE EVADING ME THESE DAYS-- LIKE A GOOD NIGHT'S SLEEP! I'VE BEEN FEELING KIND OF WRUNG OUT.

I GUESS MY RELATIONSHIP WITH THE CAT IS TAKING MORE OUT OF ME THAN I THOUGHT.

HUH! THERE I GO THINKING OF HER AS "THE CAT" AGAIN. HER *REAL* NAME IS FELICIA HARDY, FORMERLY A TOP-NOTCH CAT BURGLAR.

SHE'S REFORMED, BUT SHE STILL INSISTS ON THINKING OF HERSELF STRICTLY IN TERMS OF HER COSTUMED IDENTITY.

WHAT'S MORE, SHE ONLY LIKES TO THINK OF *ME* AS SPIDER-MAN. AS FAR AS SHE'S CONCERNED, PETER PARKER IS SO MUCH EXCESS BAGGAGE.

I'M NOT SO SURE I LIKE THAT! AFTER ALL, *I'M* THE REAL PERSON! SPIDER-MAN IS JUST THE DISGUISE I USE TO KEEP THE CRAZY WORLD OF A COSTUMED CRIME FIGHTER FROM COMING TOO CLOSE TO PETER PARKER'S REALITY.

WHEN I WAS GONE FOR A WEEK, FIGHTING THE BEYONDER AT THE OTHER END OF THE UNIVERSE, FELICIA TRIED TO REACH ME AT ALL OF PETER PARKER'S REGULAR HAUNTS.

I KNOW SHE WAS JUST WORRIED ABOUT ME BECAUSE SHE CARES FOR ME, BUT--

--IT WAS STILL STUPID OF HER TO JEOPARDIZE MY SECRET IDENTITY THAT WAY.

IT'S GONNA BE TOUGH TO YELL AT THE GIRL, ESPECIALLY WHEN SHE'S JUST HELPED ME PAY THE RENT.

BUT WE'VE JUST GOT TO HAVE A TALK ABOUT ALL THIS.

5

WHILE THE WEB-SLINGER HEADS EAST, CONTEMPLATING AN UNEASY CONVERSATION BETWEEN HIMSELF AND HIS LADY LOVE --

-- A CONVERSATION ON AN ENTIRELY DIFFERENT SUBJECT IS TAKING PLACE AT THE POLICE MORGUE.

TELL ME, BO, ARE THINGS ALWAYS THIS DULL AROUND HERE?

DULL AS DISHWATER, WOODY. NOT THAT ANYONE EVER REALLY EXPECTS MUCH TO HAPPEN AT THE MORGUE.

WE HAVEN'T EVEN GOTTEN ANY INTERESTING STIFFS IN HERE, LATELY.

TAKE THIS GUY, FOR INSTANCE. DIED OF A HEART ATTACK. BIG DEAL.

I'VE SEEN GUYS COME THROUGH HERE--YOU WOULDN'T *BELIEVE* WHAT THEY LOOKED LIKE.

YEAH, WELL, I SPENT TEN YEARS IN HOMICIDE, YOU CAN'T SHOW ME *NOTHIN'* I HAVEN'T ALREADY SEEN!

OH, NO? WELL WE *DID* GET A GUY IN HERE A COUPLE OF WEEKS BACK -- THEY STILL DON'T KNOW WHAT TO DO WITH HIM. HE WAS A BIG UNDERWORLD TYPE. YOU'LL KNOW HIM WHEN YOU SEE HIM.

NOBODY'S CLAIMED HIS BODY YET! THEY'RE NOT *ENTIRELY* SURE WHAT TO DO WITH IT!

HUH?

YEAH! I'LL SHOW HIM TO YA! BUT I'M WARNING YA, HE'S REALLY A STRANGE ONE.

BUT, FIRST, WHADDYA SAY WE BREAK FOR LUNCH?

SOUNDS GOOD TO ME. WANNA TRADE? I GOT LIVERWURST, YOU?

TUNA. NO TRADE!

MEANWHILE, ACROSS TOWN, IN A LUXURIOUS HOTEL SUITE...

AH, LIFE WITH MY SPIDER SURE IS WONDERFUL.

IF ONLY I COULD CONVINCE HIM TO SEE THINGS MY WAY. HE COULD GIVE UP THAT LIFE OF DRUDGERY HE LEADS AS AN ORDINARY PERSON--

--AND HE AND I COULD SPEND OUR LIVES PROWLING THE NIGHT TOGETHER.

OF COURSE, THERE WILL BE PROBLEMS.

I COULD AFFORD TO LIVE HIGH ON THE HOG WHEN MY BURGLING WAS BRINGING IN LOTS OF MONEY. BUT NOW, I'VE SWORN TO GO STRAIGHT--

--AND MY RESOURCES ARE DWINDLING DANGEROUSLY LOW. SURELY THERE MUST BE SOME WAY THAT WE TWO EXTRAORDINARY PEOPLE CAN EARN A HUGE INCOME.

BUT HOW?!

OH, WELL, I'LL WORRY ABOUT THIS MUNDANE STUFF LATER. RIGHT NOW IT'S ABOUT TIME FOR MY SPIDER TO ARRIVE!

HMMM. IT APPEARS THE BLACK CAT IS NOT GOING TO VENTURE OUT.

TOO BAD. I'D HOPED TO BE ABLE TO FOLLOW HER TO HER LOVER'S APARTMENT. LAST TIME I TRIED SHE JUST MANAGED TO GIVE ME THE SLIP.

NOW IT APPEARS I WON'T GET A SECOND OPPORTUNITY.

7

AH--AND HERE IS THE REASON WHY. THIS NIGHT, SPIDER-MAN COMES TO *HER.* I WILL OBSERVE THEM TOGETHER AND REPORT TO THE KINGPIN.

WELL, HERE'S FELICIA'S PLACE. I TOLD HER I'D MEET HER HERE. SINCE HER IDENTITY ISN'T A SECRET, THERE'S NO REASON WHY I SHOULDN'T SWING ON IN.

BUT MAYBE I *SHOULDN'T* SEE HER TONIGHT. THE WAY I'M FEELING ABOUT HER WEIRD AVERSION TO PETER PARKER IS BEGINNING TO GET ME DOWN.

I'M AFRAID I'LL SAY SOMETHING I'LL REGRET LATER.

MAYBE I'D BETTER SWING OFF AND COOL DOWN BEFORE--

SPIDER! WHAT ARE YOU DOING HANGING OUT THERE? I'VE BEEN DYING FOR YOU TO SHOW UP.

C'MON!

BUT--

CAT, I WAS GOING TO COME INSIDE. I HAVE SOME THINGS I WANT TO DISCUSS WITH YOU!

SILLY.

8

WHY TALK IN A STUFFY OLD APARTMENT WHEN THE WHOLE CITY CAN BE OUR PRIVATE CONFERENCE ROOM.

YEAH, WELL, I REALLY *WOULD* LIKE TO TALK.

OH, ALL RIGHT THEN.

LOOK, CAT, I'VE BEEN FEELING KIND OF GUILTY ABOUT TAKING CREDIT FOR THOSE PHOTOS YOU'VE BEEN TAKING.

YOU KNOW I'M DESPERATE FOR THE MONEY RIGHT NOW, OTHERWISE I WOULDN'T--

OH, POOH. DON'T GIVE IT ANOTHER THOUGHT.

DIFFICULT TO HEAR THEM FROM THIS HEIGHT. BUT, AS ALWAYS, I HAVE THE ANSWER.

I'LL SIMPLY INCREASE THE ACUITY OF MY HEARING, AND-- AH, THERE. CLEAR AS A BELL.

NO, REALLY, THE MONEY'S YOURS. AFTER ALL, I WOULDN'T HAVE HAD ANYTHING TO SHOOT IF IT WEREN'T FOR YOU.

WELL... I STILL WANT TO FIND SOME WAY TO PAY YOU BACK, AND I WILL. BUT THAT'S NOT MY MAIN PROBLEM.

OH?

NO! IT'S YOU BUTTING INTO MY CIVILIAN LIFE! I'VE BEEN MEANING TO SPEAK TO YOU ABOUT IT BUT IT SEEMS LIKE I KEEP GETTING SIDETRACKED.

YOU *KNOW* I DON'T WANT PEOPLE TO FIND OUT WHO I REALLY AM, YET YOU CONTINUE TO BARGE INTO MY APARTMENT, CONTACT MY FRIENDS, EMPLOYER, EVEN MY FAMILY.

IT'S ONLY A MATTER OF TIME BEFORE PEOPLE MAKE THE CONNECTION AND REALIZE THAT SPIDER-MAN IS REALLY--

DON'T SAY IT!

9

YOU KNOW I CAN'T STAND TO HEAR YOU TALK ABOUT YOURSELF AS THAT DULL PERSO¨! YOU'RE MY ***SPIDER! ONLY*** MY SPIDER!

WHAT?!

LADY, YOU MUST BE NUTSIER THAN I THOUGHT!

YOU DON'T CARE ABOUT ME, ONLY THIS STUPID COSTUME!

WELL I'VE GOT NEWS FOR YOU. THERE'S A ***PERSON*** INSIDE THESE THREADS. A LIVING, BREATHING, FEELING PERSON, NOT SOME FANTASY HERO.

BLAST! HE ALMOST MENTIONED HIS TRUE IDENTITY, BUT THE BLACK CAT STOPPED HIM! COULD HER POWER BE CAUSING ***MY*** LUCK TO TURN BAD?

I DON'T WANT TO ***TALK*** ABOUT THIS ANY MORE.

HUH? ***YOU*** HAVEN'T TALKED ABOUT THIS AT ALL.

WELL, IF YOU WON'T TALK ABOUT ***THIS,*** THEN I GUESS THERE ISN'T ***ANYTHING*** FOR US TO DISCUSS.

PWIP

WHEN AND IF YOU DECIDE TO ACT LIKE A HUMAN BEING, GIVE ME A CALL, O-

10

-KAAA

NEARBY...

WHY'D SPIDER PULL THAT STUNT?! IF HE THINKS HE CAN GAIN MY SYMPATHY BY FAKING A FALL, HE'S SADLY MISTAKEN!

IF HE WANTS ME, HE KNOWS WHERE TO CALL, BUT I'LL BE *DARNED* IF I'LL GO CRAWLING TO *HIM!*

THE BLACK CAT AND SPIDER-MAN HAVE BROKEN UP! THIS IS NOT ACCORDING TO THE PLAN.

NO TIME TO WASTE! I'D BETTER REPORT TO THE KINGPIN AT ONCE!

THERE'S HIS APARTMENT BUILDING NOW.

KINGPIN! I HAVE NEWS FOR YOU! MAY I ENTER?

STRANGE THAT ONE AS POWERFUL AS HE SHOULD TAKE SO FEW PRECAUTIONS AGAINST INTRUDERS!

OF COURSE, *ANSWER*, YOU ARE ALWAYS WELCOME IN THE KINGPIN'S PRESENCE!

NO NEED FOR THE FIREARMS, MEN, THE ANSWER IS HERE AT MY DISCRETION. RETURN TO YOUR POSTS.

EH--?!

12

I DIDN'T KNOW YOU HAD GUARDS STATIONED IN THIS ROOM.

THE KINGPIN IS NOT ONE TO TAKE UNNECESSARY RISKS--BUT THAT IS NOT THE SUBJECT YOU WISHED TO DISCUSS...

NO. I HAVE SUCCEEDED IN THE FIRST PART OF MY MISSION. I LOCATED THE BODY OF THE ONE WE SOUGHT.

NOW IT REMAINS FOR US TO PROCURE THAT BODY.

YES.

THE SECOND PART OF MY MISSION WAS A MIXED SUCCESS. I DID WATCH THE APARTMENT OF THE BLACK CAT, AND SAW HER LOVER ARRIVE.

BUT THERE WAS A PROBLEM.

A... PROBLEM...?

THEY HAD A FIGHT. WHETHER IT WAS MERELY A LOVERS' QUARREL OR A SERIOUS RIFT I COULD NOT SAY.

THEY PARTED COMPANY.

WHAT?!

I WILL *NOT* ACCEPT IT! THE KINGPIN HAS *PLANS* FOR THOSE TWO!

AND THOSE PLANS DEPEND ON THEM REMAINING TOGETHER.

SEE TO IT!

VERY WELL.

ALREADY THE ANSWER BEGINS TO FORMULATE A SOLUTION--ONE WHICH SHOULD SOLVE BOTH OUR PROBLEMS AT ONCE.

I WILL NOT FAIL YOU, KINGPIN!

13

SHORTLY, ON THE EAST SIDE OF TOWN...

AH--THAT LEISURELY SWING AROUND THE CITY SURE HELPED.

I FEEL A LOT CALMER NOW, AND I JUST KNOW THINGS WILL WORK OUT.

SPIDER WILL MELLOW OUT IN A FEW HOURS, AND THEN HE'LL COME SWINGING BACK TO HIS LITTLE PUSSYCAT!

UNTIL THEN I GUESS I'LL JUST STRIP DOWN AND TAKE A NICE HOT BA--

HOLD IT, FELICIA.

EH?! WHO-!

THE ANSWER!

YES. I'M HERE ON BUSINESS... THE *KINGPIN'S* BUSINESS.

I UNDERSTAND YOU OWE HIM A FAVOR OR TWO!

M-MAYBE I DO. BUT HOW DO I KNOW YOU'RE REALLY ACTING AS HIS AGENT?

WHY... JUST ANSWER THE PHONE.

BR-RR-I-I-NG

H-HELLO...?

YES.

YES.

I UNDER-STAND.

ALL RIGHT, I'M CONVINCED.

GOOD. I NEED YOUR HELP... AND SPIDER-MAN'S.

MY SPIDER WILL NEVER HELP YOU! *NEVER!*

NO. BUT HE *WILL* HELP YOU.

NOW, HERE'S MY PLAN...

14

WHILE, ACROSS TOWN...

ORDINARILY A LITTLE WEB-SPINNING WOULD HELP ME CLEAR MY HEAD, BUT NOT TONIGHT.

PWIP

I FEEL LIKE I'VE BEEN DOING THIS FOR HOURS INSTEAD OF JUST MINUTES. I'M POOPED.

IT JUST MAKES IT THAT MUCH HARDER TO GET MY TROUBLES WITH FELICIA IN THE PROPER PERSPECTIVE.

I DUNNO, IT NEVER SEEMS LIKE ANY OF MY FRIENDS HAVE ANY PROBLEMS LIKE THESE--BUT THEN AGAIN HOW *COULD* THEY?

HARRY AND LIZ ARE HAPPY AS CAN BE... MARY JANE SEEMS TO HAVE *HER* HEAD ON STRAIGHT...

C' MON YOU GUYS, GET THOSE BOXES ON BOARD THE VAN!

COLOR T.V

SANJO COLOR TV.

YAH! WHAT'S *THAT!?*

SP-SPIDER-MAN IN HIS NEW COSTUME. I SAW A PICTURE OF IT IN THE PAPER.

COLOR TV

WE'RE DOOMED!

FLASH AND SHA SHAN ARE HAVING SOME TROUBLES, BUT I'M SURE THEY'LL WORK 'EM OUT.' FLASH ALWAYS SEEMS TO COME UP SMILING.

HEY, HE'S SWINGING RIGHT *BY* US!

AWRIGHT... LOAD 'ER UP.' ≥ WHEW.' ≤

YEAH, I'VE GOTTA GIVE OLD FLASH A CALL, SEE WHAT HE WAS TRYING TO TELL ME THE OTHER DAY WHEN FELICIA'S UNTIMELY ARRIVAL AT PETER PARKER'S WINDOW FORCED ME TO GET HIM OUT OF THERE.

IT'S GETTING CLOSE TO DAWN--MAYBE I'LL CALL HIM THIS MORNING, SEE WHAT HE'S UP TO...

PWIP

15

AND AT THE APARTMENT OF THAT VERY FLASH THOMPSON...

FLASH, I *THOUGHT* I HEARD YOU MOVING AROUND OUT HERE.

HUH? OH, SHA SHAN. I TRIED NOT TO WAKE YOU...

PLEASE, FLASH, YOU'VE BEEN SNEAKING OUT LIKE THIS EVERY MORNING FOR THE PAST WEEK. WHEN YOU COME BACK, YOU LOOK LIKE YOU'VE BEEN IN A FIGHT. WHY?

THAT'S MY PRIVATE BUSINESS, SHA SHAN. I *DON'T* WANT TO DISCUSS IT. NOW I'VE GOT TO GO...

OH!

BUT *WHERE* ARE YOU GOING?

OUT!

SLAM!

I NO LONGER KNOW WHAT TO DO ABOUT FLASH. HE IS BREAKING MY HEART. PERHAPS ONE OF HIS FRIENDS CAN ADVISE ME.

PETER PARKER HAS ALWAYS SEEMED TO BE ONE OF A SYMPATHETIC NATURE. I WILL CALL HIM, EVEN THOUGH THE HOUR IS SO EARLY.

BUT THE PHONE IN PETER PARKER'S ROOM PLAYS IN CONCERT TO AN EMPTY HALL...

BRRNG

BRNNG

16

AND BACK AT A CERTAIN ALLEYWAY...

OKAY, WE GOT ALL WE CAN CARRY. LET'S JAM ON OUTTA HERE!

RIGHT!

HEY, THAT WAS SOME STROKE OF LUCK, SPIDER-MAN NOT COMING DOWN ON US.

TV

HEH, HEH! MAYBE THAT PAPER'S RIGHT--- TH' GUY *IS* A MENACE TO SOCIETY!

CRASH

SANYO

GEE, SORRY TO DROP IN SO UNEXPECTEDLY, BUT I WAS SO PRE-OCCUPIED BEFORE THAT I PASSED YOU BOYS BY.

BUT WHEN IT FINALLY REGISTERED WHAT YOU WERE DOING, I JUST SWUNG BACK AROUND THE BLOCK AND--

UH-OH! MY SPIDER-SENSE IS BUZZING!

NAUGHTY, NAUGHTY. MUSTN'T TRY TO SHOOT OL' SPIDEY IN THE BACK, OR OL' SPIDEY WILL BE FORCED TO--

WHA-?!

KA BLANG!

--PUT HIS *FOOT* DOWN!

KLONK

17

WELL, THAT'S THE LOT OF THEM. ORDINARILY I'D JUST FLAG DOWN A COP CAR AND TELL 'EM WHERE TO FIND THESE GUYS--

--BUT IF I TAKE THESE BOZOS TO THE PRECINCT, MAYBE MY FRIEND CAPT. JEAN DeWOLFF CAN GIVE ME SOME SAGE WOMANLY ADVICE ABOUT HOW TO DEAL WITH CRAZY COSTUMED CUTIES LIKE THE BLACK CAT.

HMMM. NEVER REALIZED HOW SILLY I FEEL TO BE DRESSED THIS WAY WHEN I'M DOING SOMETHING AS ORDINARY AS DRIVING A CAR.

AT LEAST TRAFFIC'S LIGHT THIS TIME OF THE MORNING.

AND SHORTLY...

HEY, PAL, YOU CAN'T PARK THERE. THIS SPOT IS RESERVED FOR OFFICIAL POLICE VEHICLES.

WILL YOU SETTLE FOR OFFICAL POLICE ***BUSINESS?*** THEY'RE ALL YOURS, GENTLEMEN.

SPIDER-MAN! WITH A TRUCKLOAD OF ALLEGED PERPETRATORS NO LESS.

GET CAPTAIN DeWOLFF OUT HERE ON THE DOUBLE.

ALL RIGHT, WHAT'S ALL THE COMMOTION OUT H--OH, ***SPIDER-MAN!***

THAT'S RIGHT, CAPTAIN. AS THEY SAY ON ***HILL STREET BLUES,*** I GOT A GOOD COLLAR FOR YOU! I--

NO TIME FOR PLEASANTRIES NOW, MAN. THE BLACK CAT'S IN DANGER!

WHAT?

SHE'S BEING HELD HOSTAGE ON THE ROOF OF THE POLICE MORGUE ON WEST 23rd STREET. SOME COSTUMED NUTCASE WITH A BOMB.

18

GET IN A SQUAD CAR AND WE'LL--

NO! MY WAY IS FASTER! SEE YOU THERE, CAPTAIN!

BLAST! I LEAVE THAT GIRL FOR TWO HOURS AND SHE'S ALREADY IN TROUBLE! I WAS RIGHT ABOUT NOT WANTING HER TO GET MIXED UP IN MY CRIME-FIGHTING CAREER, TO MAKE MY ENEMIES HERS. I--

AH, BE FAIR, PARKER. YOU'RE JUST UPSET BECAUSE SHE'S IN TROUBLE! SHE'S BEEN DOING JUST FINE-- MAYBE BETTER THAN I HAVE, CLUMSY AS I'VE BEEN LATELY.

WAIT, THERE SHE IS--!

AND THE ONE HOLDING HER IS--

--THE ANSWER!

THE BUILDING'S BEEN EVACUATED-- DON'T DO ANYTHING YOU'LL REGRET! WE'LL STAY COOL IF YOU WILL!

N.Y.P.D.

FINE! JUST REMEMBER THAT I'VE GOT THE GIRL FOR A SHIELD, AND IF ANYTHING DOES HAPPEN TO ME... IF I'M FORCED TO LIFT MY HAND OFF THIS DETONATOR FOR ANY REASON--

--THE 5-SECOND DELAY FUSE WILL BLOW, AND TAKE NOT ONLY ME AND THE GIRL, BUT THE WHOLE BUILDING AS WELL.

19

NO SENSE IN BLOWING UP A BUNCH OF STIFFS, IS THERE, ANSWER? EXCLUDING THE LADY, OF COURSE.

SPIDER-MAN!

RIGHT THE FIRST TIME.

I KNOW YOUR COSTUME IS TOO SLICK FOR MY WEBBING TO STICK TO, BUT I DON'T SEE ANY REASON WHY IT CAN'T HOLD YOUR PALM DOWN FLAT IF IT CLINGS TIGHTLY ENOUGH TO THE BOMB CASING.

GOOD THINKING, SPIDER-MAN. EXCEPT THE BOMB HAS BEEN COATED WITH THE SAME TEFLON-LIKE SUBSTANCE...

SEE?

YOW!

I'M TAKING OFF, SPIDER-MAN. YOU'VE GOT FIVE SECONDS TO CAPTURE ME OR RESCUE THE CAT--YOUR CHOICE!

AH, I THOUGHT YOU'D CHOOSE THE GIRL!

DON'T WORRY, CAT, I'VE GOT YOU!

OH, SPIDER-- I'M SORRY! I--

NO TIME TO TALK ABOUT OUR PETTY PROBLEMS NOW, THAT THING IS GONNA--

KA-TOOOM!

--BLOW!

PWIP!

QUICK--GET THE FIRE DEPARTMENT ON THE HORN! THIS IS GONNA BE A BAD ONE!

BLASTED COSTUMED AMATEURS STICKIN' THEIR NOSES IN! #$%&@!

VERY NICE, MISTER SUPER-HERO. YOU TAKE A HOT SITUATION AND TURN IT INTO A BLOODY CONFLAGRATION!

SORRY, CAPTAIN, BUT THE BUILDING WAS EVACUATED. I HAD TO SAVE THE CAT. I'LL GO HELP PUT OUT THE FIRE. NOW, AND--

NEVER MIND THAT! LOOK! THE FIRE'S GOING OUT BY ITSELF!

HUNH? IT WAS JUST SOME DANGEROUS LOOKING FIREWORKS! WONDER WHAT THE POINT OF *THAT* WHOLE DISPLAY WAS?

BEATS ME, CAPTAIN. FELICIA AND I HAVE FOUGHT THE ANSWER BEFORE. HE DIDN'T SEEM LIKE THE TYPE TO PLAY GAMES.

THIS WHOLE CHARADE MUST HAVE BEEN SOME KIND OF DIVERSION--BUT FOR WHAT?! CAT, DID HE SAY ANYTHING TO YOU?

N-NO! NOTHING.

OH, I FEEL SO GUILTY, LIKE SUCH A TRAITOR FOR LYING TO MY SPIDER. BUT I HAD TO PAY MY DEBT TO THE KINGPIN, AND HE KEPT HIS PROMISE ABOUT NOT CAUSING SPIDER ANY HARM.

WHILE, GLIDING UNSEEN ABOVE...

AH, GOOD, I HEARD THAT. SO BOTH MY TASKS WERE ACCOMPLISHED... NOT ONLY DID I SUCCEED IN GETTING SPIDER-MAN AND THE CAT BACK TOGETHER--

DON'T WORRY, CAT, WE'LL WORK OUT OUR PROBLEMS. I WON'T LEAVE YOU AGAIN.

"--BUT I MANAGED TO CREATE A DIVERSION AND GET THE BODY OF THE ONE I SOUGHT AS WELL.

"THE KINGPIN SHOULD BE PLEASED."

MEANWHILE, BACK INSIDE THE POLICE MORGUE...

CAN YOU BEAT THAT, BO? THE WHOLE THING WAS JUST A BLUFF.

YEAH, YOU'RE RIGHT, WOODY. BUT WHY?

BEATS ME, BUT AT LEAST IT LIVENED THINGS UP AROUND HERE.

YEAH, SURE DID! AND JUST WHEN YOU WERE SAYING HOW DULL THINGS WERE.

LIFE'S FUNNY, AIN'T IT?

YEAH.

WELL, BACK TO THE TRENCHES.

NOW, LIKE I WAS TELLIN' YOU, *THIS* GUY IS LIKE NO OTHER GUY YOU EVER SEEN IN HERE BEFORE.

C'MON, WOODY, I WAS IN HOMICIDE FOR TEN YEARS. I SEEN 'EM EVERY WHICH WAY BUT --

--LOOSE?!

HOLY --! HE'S *GONE!*

AND AT THE KINGPIN'S PENTHOUSE...

MISSION ACCOMPLISHED. BOTH MISSIONS.

VERY GOOD.

NOW, WHAT WOULD YOU HAVE ME DO WITH THE BODY?

TAKE IT TO THE SPECIAL LABS ON THE LOWER LEVELS. LET MY SCIENTISTS WORK ON IT --

--AND WE SHALL SEE WHAT WE SHALL SEE.

NEXT: CLOAK & DAGGER ...*AND THE MYSTERY CORPSE!*

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MARVEL TEAM-UP®

SPIDER-MAN®

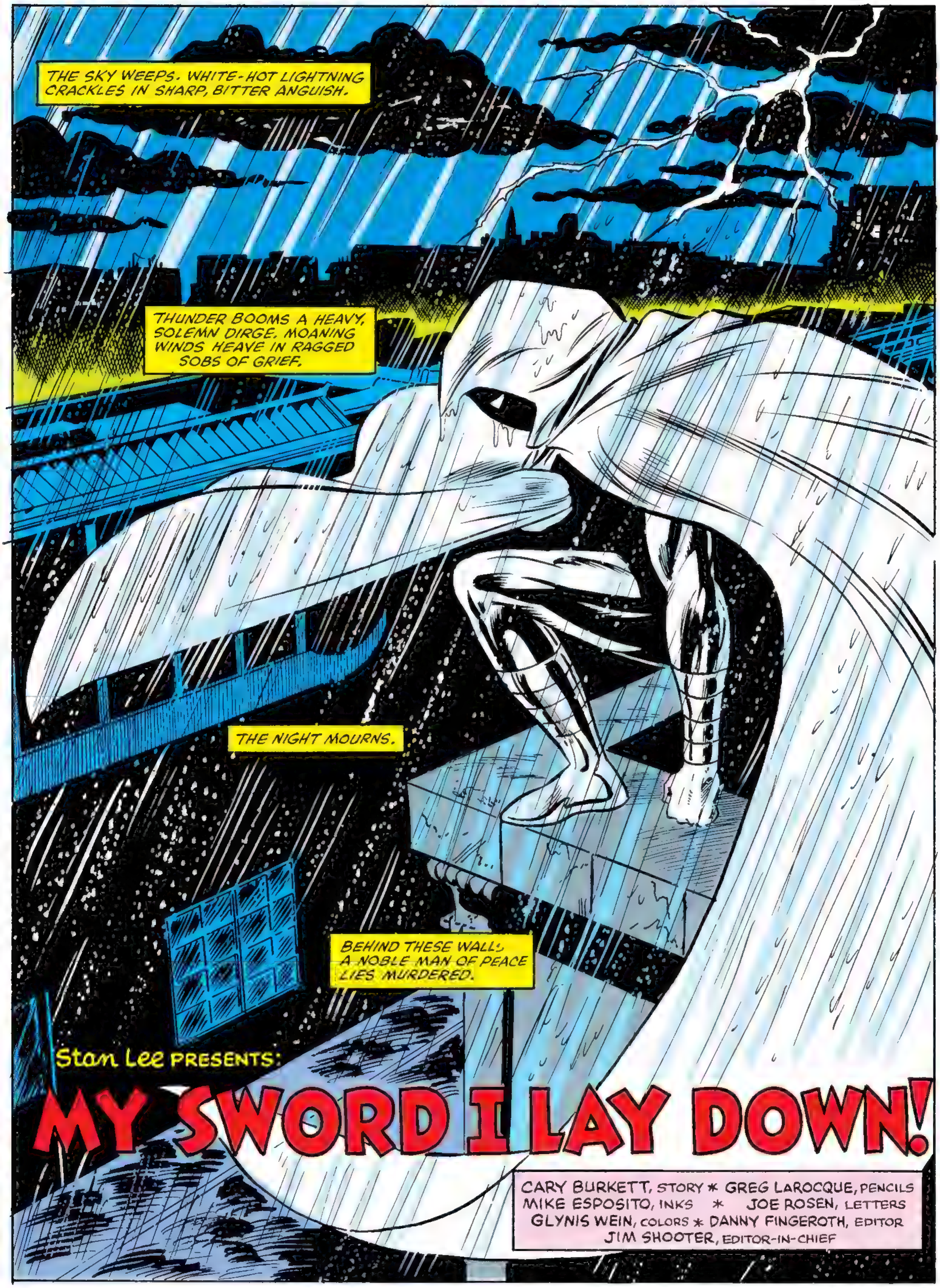
AND

MOON KNIGHT®

IF YOU CAN'T STAND THE HEAT...

...DON'T MESS WITH THE *WHITE DRAGON!*

MILGROM+GIL


THE SKY WEEPS. WHITE-HOT LIGHTNING CRACKLES IN SHARP, BITTER ANGUISH.
THUNDER BOOMS A HEAVY, SOLEMN DIRGE. MOANING WINDS HEAVE IN RAGGED SOBS OF GRIEF.
THE NIGHT MOURNS.
BEHIND THESE WALLS, A NOBLE MAN OF PEACE LIES MURDERED.
Stan Lee PRESENTS:
MY SWORD I LAY DOWN!
CARY BURKETT, STORY * GREG LAROCQUE, PENCILS
MIKE ESPOSITO, INKS * JOE ROSEN, LETTERS
GLYNIS WEIN, COLORS * DANNY FINGEROTH, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

INSIDE THE HOME, THE MOOD IS EVEN DARKER THAN THE GRIEVING NIGHT OUTSIDE...

HARD TO BELIEVE... DO YANG *MURDERED!*

HE WHO WAS ONE OF THE MOST RESPECTED AND BELOVED MEN IN CHINATOWN!

WE ALL KNOW MY UNCLE WAS MORE THAN THAT, WU FONG!

HE WAS THE HEAD OF THE STRONGEST WARRIOR SOCIETY IN CHINATOWN -- THE TIGER'S CLAW.

WE ALL KNOW *THAT* IS WHY THE WHITE DRAGON KILLED HIM -- TO LESSEN *OUR* POWER SO HIS OWN DRAGON-LORDS CAN TAKE OVER!

AND THAT IS WHY *I* SHOULD BE MADE THE *NEW* HEAD OF THE TIGER'S CLAW -- TO CRUSH THIS DEVIL-DRAGON AND AVENGE MY UNCLE!

CHU, I FEAR THESE COMING TIMES.

YOUR UNCLE ALWAYS USED HIS POSITION TO DO *GOOD* -- AND KEEP *PEACE*. IF THE EVIL OF TONG WAR IS UPON US AGAIN -- *WHA?!*

DON'T BE ALARMED. IT'S MERELY THE LIGHTNING AND THE --

KRAKOOM

--THE... WIND...?

2

MY... APOLOGIES. I HEARD OF DO YANG'S DEATH.

HE WAS A GOOD MAN-- ONE I CONSIDERED A FRIEND. I WOULD LIKE TO PAY MY RESPECTS.

NO! HOW *DARE* YOU INTRUDE UPON OUR FAMILY'S GRIEF? LEAVE AT ONCE OR I WILL--

CHU YANG!

MY HUSBAND SPOKE OFTEN OF THE ONE CALLED MOON KNIGHT-- AS AN HONORABLE MAN.

PLEASE... FORGIVE MY NEPHEW'S RUDENESS, AND BE WELCOME IN THIS HOUSE.

YOU ARE MOST GRACIOUS, LADY YANG.

FOR LONG MOMENTS THERE IS NO SOUND IN THE SOLEMN ROOM SAVE FOR THE STEADY DRUMMING OF THE RAIN, AS MOON KNIGHT PAYS HOMAGE TO HIS DEPARTED FRIEND...

AND THEN...

LADY YANG... MORE THAN ONCE YOUR HUSBAND HELPED ME TO FIND EVIL MEN WHO WERE HIDING IN CHINATOWN.

NOW, THE WHITE DRAGON BOASTS OPENLY OF SLAYING HIM. I WILL BRING THIS MURDERER TO JUSTICE...

...THIS I PROMISE YOU!

NO! CHINATOWN WILL NOT TOLERATE INTERFERENCE FROM OUTSIDERS!

DO YOU HEAR?! STAY OUT OF CHINATOWN! WE WILL AVENGE HIM OURSELVES!

THIS SWEARS CHU YANG!

3

THE DAYS THAT FOLLOW ARE FILLED WITH FEAR AND UNCERTAINTY FOR THE RESIDENTS OF CHINATOWN.

AS THE WHITE DRAGON'S DRAGON-LORDS ATTEMPT TO SEIZE POWER IN THE DISTRICT, THE WARRIORS OF THE TIGER'S CLAW GUARDIAN SOCIETY MOBILIZE TO MEET THE THREAT...

THE WORST FEARS OF THE CHINESE CITIZENS ARE REALIZED, AS THE DEADLY GANG-WAR ERUPTS, AND VIOLENT STREET-FIGHTS BECOME A DAILY OCCURRENCE...

YET, WITH THE MURDER OF DO YANG, THE TIGERS ARE LEADERLESS, WITH NONE AMONG THEM ABLE TO STAND AGAINST THE GROWING MIGHT OF THE ENEMY LEADER--THE RUTHLESS **WHITE DRAGON!**

DRAGON LADY

IT IS SAID THAT HE WHO RULES THE LEADING GANG RULES CHINATOWN. AND WITH A CAMPAIGN OF TERROR AND INTIMIDATION, THE WHITE DRAGON MOVES TO FILL THE POWER-VOID LEFT BY THE DEATH OF DO YANG.

BUT, WHERE DO YANG WAS A MAN OF PEACE, THE WHITE DRAGON IS A MAN OF BLOOD! WHERE DO YANG SOUGHT TO HELP HIS PEOPLE, THE WHITE DRAGON SEEKS ONLY TO HELP HIMSELF!

MANY OF CHINATOWN'S RESIDENTS BEGIN TO DESPAIR-- FOR NONE AMONG THEM CAN STOP THE DRAGON'S GROWING REIGN OF FEAR--

--AND NO ONE WOULD CONSIDER SEEKING OUTSIDE HELP... FOR IN CHINATOWN, SUCH IS NOT THE WAY.

4

YET THE TROUBLES OF CHINATOWN DO NOT ESCAPE THE NOTICE OF THE REST OF THE CITY...

DAILY BUGLE

BETTY-- WOULD YOU GET PETER PARKER ON THE LINE FOR ME?

I'VE GOT SOME WORK FOR HIM.

I WOULD-- EXCEPT THAT HE HAPPENS TO BE STANDING RIGHT HERE BESIDE ME!

HM! SO HE DOES!

YOU MEAN... YOU'D ACTUALLY DEIGN TO GIVE ME AN ASSIGN-MENT, ROBBIE?

COME ON, PETE. YOU KNOW I'VE BEEN SO CRITICAL OF YOU LATELY FOR YOUR OWN GOOD!

NOW, LISTEN-- WE'VE GOT AN UPCOMING STORY ON ALL THE STREET VIOLENCE THAT'S BROKEN OUT IN CHINATOWN--

--A PIECE THAT WOULD BE HELPED IM-MEASURABLY BY SOME ACTION-PACKED ON-THE-SPOT PHOTOS!

SAY NO MORE, MR. EDITOR-IN-CHIEF! I'M ON MY WAY!

BE CAREFUL, PETER.

A BUGLE-FINANCED RIDE LATER...

A CROWD OF PEOPLE OUTSIDE THAT RESTAURANT. MIGHT MEAN NOTHING... ON THE OTHER HAND, IT COULD BE THE BEGINNING OF *TROUBLE!*

HERE, DRIVER. KEEP THE CHANGE.

LIN CHOW RESTAURANT

SURE YOU CAN AFFORD IT, BIG SPENDER?

HMMM... MOST OF THAT CROWD ARE WEARING THE SYMBOL OF THE TIGER'S-CLAW!

I'D BETTER STICK CLOSE -- AS MOON KNIGHT!

I JUST REALIZED--! THAT'S THE RESTAU-RANT OWNED BY THE UNCLE OF MY OLD SCHOOL-CHUM, PHILIP CHANG! WONDER IF PHIL STILL WORKS THERE?

...BUT WE *MUST* TALK TO PHILIP! SURELY YOU UNDERSTAND HOW URGENT OUR NEED IS!

I TELL YOU, MY NEPHEW IS NOT HERE! I DO NOT KNOW WHEN HE WILL RETURN!

VERY WELL... BUT WE OF THE TIGER'S CLAW DO NOT GIVE UP EASILY. WE WILL RETURN.

THOSE GUYS SURE SEEM ANXIOUS TO SEE PHIL, WONDER WHY-- *HUH?*

5

MY UNCLE HAS GOTTEN RID OF THEM. GOOD. I KNOW WHAT THE TIGERS WANT OF ME...

...BUT IT CAN NEVER BE.

I HATE THIS LYING-- HIDING FROM MY OWN PEOPLE-- BUT THEY CAN NEVER UNDERSTAND WHY I--

NOK NOK

THE DOOR! IT MUST BE MY UNCLE TO TELL ME--

PETER PARKER?! BUT HOW--?!

IF YOU WANT TO HIDE FROM PEOPLE, PHILIP, YOU SHOULDN'T STAND SO CLOSE TO THE WINDOW! I SAW YOU LOOK-ING OUT!

UH... OKAY IF I COME IN?

I-I... SUPPOSE SO... BUT--

I DUCKED UP THE BACK STAIRS TO AVOID YOUR UNCLE. LOOK--I DON'T MEAN TO BUTT IN WHERE I DON'T BELONG...

...BUT IT DOESN'T TAKE A GENIUS TO SEE THAT SOMETHING FISHY IS GOING ON HERE. I HAVEN'T SEEN YOU SINCE I LEFT SCHOOL, PHIL--

--BUT THAT DOESN'T CHANGE THE FACT WE'RE FRIENDS. IF YOU'VE GOT TROUBLES, MAYBE I CAN HELP.

PETER... I CAN'T TELL YOU HOW GRATEFUL I AM FOR THOSE WORDS. BUT THERE IS NO WAY THAT YOU-- OR ANYONE ELSE-- CAN HELP ME.

CARE TO TALK ABOUT IT?

I... YES. YES, I WOULD-- VERY MUCH! TO TELL SOMEONE ELSE-- TO HAVE ANOTHER PERSON *UNDER-STAND*-- WOULD BE SUCH A RELIEF!

VERY WELL, THEN, PETER... YOU KNOW ALREADY THAT I GREW UP IN HONG KONG. BUT WHAT YOU DO NOT KNOW--

6

"--IS THAT FROM MY EARLIEST YEARS, I STUDIED WITH THE GREAT DO CHI WONG, A WARLORD OF ALMOST LEGENDARY FAME.

"FROM HIM I LEARNED ALL MANNER OF WARFARE AND FIGHTING SKILLS, AND BECAME HIS RIGHT-HAND MAN IN MAKING THE TONG THE MOST FEARED UNDERWORLD ORGANIZATION IN CHINA.

"I GAINED A FAME OF MY OWN WITHIN CERTAIN CIRCLES...YET IT DID NOT COME WITHOUT MAKING MANY *ENEMIES*.

"THESE ENEMIES TRIED TO KILL ME BY HURLING A GRENADE INTO MY HOME. I ESCAPED BY DIVING THROUGH A WINDOW...

"MY PARENTS WERE NOT SO FORTUNATE...THE BLAST CLAIMED BOTH THEIR LIVES. MY VIOLENT LIFE BROUGHT VIOLENT DEATH TO THOSE I LOVED MOST.

"I SWORE THEN A SACRED, SOLEMN VOW--THAT NEVER AGAIN WOULD I LIFT MY HAND IN VIOLENCE...AND FLED TO AMERICA TO ESCAPE MY PAST. BUT A PAST SUCH AS MINE IS NOT SO EASILY LEFT BEHIND."

SOMEHOW, EVEN HERE, THE WHITE DRAGON FOUND OUT WHO I WAS, AND TRIED TO RECRUIT ME FOR HIS DRAGON-LORDS. BUT SPIDER-MAN STOPPED HIM.*

*IN AMAZING SPIDER-MAN #185--DANNY.

YET, BECAUSE OF THAT INCIDENT, OTHERS LEARNED OF MY REPUTATION AS A FIGHTER--AND NOW THE TIGER'S CLAW COMES TO ME SEEKING HELP...

...DESIRING ME TO LEAD THEM--TO STAND AGAINST THE WHITE DRAGON! BUT I *CANNOT*, PETER!

NEVER...*NEVER* WILL I COMMIT ANOTHER ACT OF VIOLENCE! NOT EVEN TO HELP MY OWN PEOPLE!

PHIL...I KNOW IT'S TOUGH LOSING SOMEONE YOU LOVE IN A VIOLENT WAY...MY OWN UNCLE BEN WAS KILLED BY A CRIMINAL.

BUT I KNOW SOMETHING ELSE TOO...

...AND THAT IS, WHEN YOU'VE GOT SPECIAL ABILITIES OR TALENTS, SOMETIMES YOU'VE GOT A *RESPONSIBILITY* TO USE THEM FOR OTHERS!

7

EVEN YOU DO NOT UNDERSTAND, PETER. I-- *NO!* NOT NOW! THE WHITE DRAGON!

PHILIP CHANG! COME AND FACE ME!

IT IS SAID THAT THE CRAVEN TIGER'S-CLAW LOOKS TO YOU FOR LEADERSHIP!

COME THEN! LET ME SHOW YOU HOW A DRAGON DEVOURS A TIGER!

RUN, PETER! GET AWAY!

BUT--

YOU ARE NOT OF CHINATOWN! THIS IS NOT YOUR FIGHT!

BUT YOU'RE MY FRIEND, PHIL-- AND THAT *MAKES* IT MINE!

UH-OH... DRAGON-GOONS --COMING AROUND THE BACK!

WELL, THOSE GUYS--

--ARE IN FOR--

--A VERY RUDE--

--SURPRISE!!

MAN, THIS ZINGY NEW INSTANT COSTUME HAS GOT MY OLD ONE BEAT BY A MILE!

SPIDER-MAN-- UNGGH!

8

INSIDE THE RESTAURANT...

THAT'S IT! SMASH THE PLACE! DESTROY EVERYTHING! THAT WILL BRING THE COWARD OUT OF HIDING--

--AND WILL SERVE AS A LESSON TO ANYONE WHO EVEN *THINKS* OF CHALLENGING MY RULE!

YO LING--! THAT PRICELESS ANTIQUE MASK ON THE WALL-- STRIKE IT DOWN!

PWIP!

I'VE GOT A BETTER IDEA, GRUESOME! WHY DON'T WE SAVE THAT MASK-- AND STICK IT OVER HIS UGLY FACE!

UNHHH!

WHO--?!?

NGGGAAA!

AW, C'MON, DRAGGY! I RECOGNIZED YOU IN *YOUR* NEW COSTUME!

CAN'T YOU DO THE SAME FOR ME?

SPIDER-MAN! YOU MISERABLE OAFISH CLOD! ONCE AGAIN YOU MEDDLE IN AFFAIRS THAT DO NOT CONCERN YOU!

BUT THIS TIME YOU WILL PAY FOR IT-- AS MY FLAME CHARS YOUR VERY FLESH INTO ASH!

9

Y'KNOW, YOU REALLY SHOULD DO SOMETHING ABOUT YOUR *BREATH*, GARGOYLE-FACE! THAT'S THE WORST CASE OF HALITOSIS I'VE EVER SEEN!

CRIPES! THE FLAMES HIT THE BAMBOO POLES AND PAPER TABLECLOTHS BEHIND ME! THEY'RE GOING UP LIKE MATCHSTICKS!

GOTTA USE MY WEBBING TO SMOTHER THE--

NO! THE DRAGON GOT OFF ANOTHER SHOT! THE FIRE'S SPREADING!

STOP IT! STOP IT, YOU DEVILS! I'VE PUT YEARS INTO THIS RESTAURANT! IT IS MY LIFE!

THEN, OLD MAN ...YOU CAN DIE WITH IT!

BLAST! THE DRAGON'S NO FOOL! I CAN'T FIGHT HIM IF I HAVE TO WORRY ABOUT CONTROLLING THE FIRES HE'S STARTING.

THAT USELESS STICK WON'T HELP YOU, OLD FOOL!

MAYBE NOT... BUT HERE'S SOMETHING THAT *WILL!*

YUGGG!!

10

MOON KNIGHT! AND NOW THE TIGERS ARRIVE, EVEN ON HIS HEELS!

THIS WAY, MY DRAGONS! THERE WILL BE ANOTHER TIME!

YOU'RE GOING NOWHERE, DRAGON! I'VE BEEN WANTING TO GET MY HANDS ON YOU FOR DAYS!

EXIT

NO! I WARNED YOU, MOON KNIGHT!

WHA--?! CHU YANG!

QUICKLY, TIGERS--HELP ME STOP THE OUTSIDER! THE WHITE DRAGON IS *OUR* ENEMY!

WE CANNOT ALLOW ANYONE TO INTERFERE IN CHINATOWN'S --*UGG!*

YOU... SMALL... MINDED... *FOOL!*

I COULD HAVE *HAD* THE WHITE DRAGON! I COULD HAVE ENDED ALL THE GRIEF HE'S CAUSING RIGHT HERE!

BUT YOUR FOOLISH, STUBBORN PRIDE LET HIM GET AWAY! I OUGHT TO--

PLEASE, MOON KNIGHT...IT'S NOT HIS FAULT. LONG-HELD TRADITIONS ARE HARD TO BREAK.

PHILIP CHANG! SURELY NOW, MY SON, YOU ARE CONVINCED THAT YOU MUST HELP THE TIGER'S CLAW!

FINALLY GOT THOSE FIRES OUT-- ONLY TOO LATE TO GO AFTER THE DRAGON! BUT IF ANYTHING WILL CHANGE PHIL'S MIND-- *THIS* OUGHT TO!

11

THERE IS NO TIME TO WASTE. LET ME QUICKLY SWEAR YOU IN AS LEADER OF THE TIGER'S-CLAW AND--

NO.

I ONLY CAME DOWN TO LOOK AFTER MY UNCLE. MY ANSWER TO THE TIGERS IS THE SAME AS IT HAS EVER BEEN...

...I WILL NEVER AGAIN LIFT MY HAND IN VIOLENCE--NO MATTER WHAT THE REASON!

I JUST DON'T GET IT, MOON KNIGHT! HE KNOWS WHAT THE DRAGON IS DOING TO HIS PEOPLE!

HIS OWN UNCLE COULD HAVE BEEN KILLED IF YOU HADN'T SHOWN UP! HOW CAN HE STILL REFUSE TO FIGHT?

I CAN'T JUDGE HIS MOTIVES, SPIDER-MAN.

BUT I'VE SEEN A LOT OF VIOLENCE IN MY TIME--

--AND I KNOW WHAT IT CAN DO TO A MAN'S SOUL. MAYBE PHILIP CHANG HAS THE RIGHT IDEA.

WELL, MAYBE I CAN RESPECT THAT ATTITUDE--BUT I DON'T *UNDERSTAND* IT! GUYS LIKE THE WHITE DRAGON WILL WRECK EVERYTHING IF NO ONE STANDS UP TO THEM.

SOMETIMES YOU'VE GOT TO DEFEND THE THINGS THAT ARE IMPORTANT TO YOU--AND THAT MEANS FIGHTING!

AND AFTER THE WAY YOU JUMPED INTO THE FIGHT TO HELP, HOW CAN YOU SAY THAT PHILIP MIGHT BE RIGHT?

12

PERHAPS, SPIDER-MAN, BECAUSE MY OWN PAST IS SO FULL OF BLOODY VIOLENCE--

--AND I HAVE SO MUCH TO ATONE FOR.

YOU SEEM DOWN, MARC. DISAPPOINTING NIGHT?

VERY. BUT IT COULD BE I'M GOING ABOUT THIS WRONG, FRENCHIE. THERE'S SOMETHING VERY STRANGE GOING ON HERE...

...AND MAYBE THE ONE TO FERRET OUT THE ANSWER ISN'T MOON KNIGHT--BUT OUR OLD FRIEND JAKE LOCKLEY!

THE FOLLOWING DAY, AT A RATHER DILAPIDATED ESTABLISHMENT ON NEW YORK'S LOWER EAST SIDE--

BAR AND GRILL

--MOON KNIGHT, IN HIS IDENTITY AS CAB-DRIVER JAKE LOCKLEY, KEEPS AN APPOINTMENT WITH A UNIQUE INDIVIDUAL...

AH... JAKE, MY DEAR CHAP. EVER PUNCTUAL... AS IS YOUR WONT!

LET US REPAIR TO MY TABLE FOR A PRIVATE TÊTE-A-TÊTE?

OKAY, CRAWLEY. WHAT HAVE YOU DUG UP FOR ME?

THE INFORMATION IS, I FEAR, RATHER MEAGER. BUT I HAVE BEEN ABLE TO ASCERTAIN THAT THE WHITE DRAGON'S ESCAPE FROM PENAL SERVITUDE--

--WAS ENGINEERED BY SOMEONE HIGHLY ELEVATED IN THE CRIMINAL HIERARCHY OF OUR FAIR CITY.

HOW ELEVATED, CRAWLEY?

THAT, I COULD NOT ASCERTAIN.

13

AS THE DAYS PASS INTO ONE ANOTHER, SPIDER-MAN KEEPS FREQUENT WATCH OVER THE LIN CHOW RESTAURANT...

SO FAR, THE WHITE DRAGON HASN'T BEEN BACK. BUT IF HE DOES SHOW UP, I WANT TO BE HERE.

HEAVEN KNOWS, WHAT WITH MY PROBLEMS WITH THE BLACK CAT, AND BATTLING THE RED GHOST AND HIS SUPER-APES...

...AND HOW EXHAUSTED I'VE BEEN LATELY*... I WISH I DIDN'T HAVE TO BE DOWN HERE...

* SEE CURRENT ISSUES OF AMAZING SPIDER-MAN AND PETER PARKER -- DANNY.

...BUT IF PHIL WON'T PROTECT HIMSELF, THEN SOMEONE --

HELP! SOME-BODY, PLEASE!

THAT'S CHU YANG DOWN THERE! BUT WHAT'S HE --?

THE DRAGONS! THEY ATTACK WU FONG'S IMPORT STORE!

NOW, OLD FOOL, YOU WILL LEARN WHO THE MASTER IS! YOU WILL LEARN WHO RULES IN CHINATOWN!

GEE, TEACH... CAN WE LEARN THE CAPITALS OF ALL FIFTY STATES, TOO?

SPIDER-MAN!

I HAVE HIM! I HAVE -- HUNH?

YOU FOOL! HE'S OVER -- *MNGGG!*

HE LEAPS LIKE A MADMAN -- *UNHHH!*

CAN'T ANY OF YOU -- *MFFF?!?*

IT'S NOT POSSIBLE FOR *ANY* MAN TO MOVE SO FAST!

14

I'M NOT JUST *ANY* MAN, CLYDE -- I'M *SPIDER*-MAN! AND THAT MAKES ALL THE DIFFER-ENCE!

BUT I DON'T SEE THEIR LEADER... WHERE'S THE WHITE DRAGON?

ATTENTION, PEOPLE OF CHINATOWN! COME OUT OF YOUR HOMES! COME TO WITNESS THE FATE OF ALL WHO DEFY THE WHITE DRAGON!

THIS CRINGING FOOL IS THE ONE THE TIGER'S CLAW SEEKS TO LEAD THEM!

HERE, BEFORE YOU ALL, I SHALL PROVE THAT *NONE* CAN STAND AGAINST ME!

HE'S GOT PHIL! BLAST! THE ATTACK ON THE IMPORT STORE WAS JUST A DIVERSION TO SUCKER ME AWAY FROM THE RESTAU-RANT!

THE PEOPLE GATHER. ONCE I HAVE DEFEATED YOU, ALL DEFIANCE IN THEIR SPIRITS WILL BE CRUSHED!

THEIR LAST HOPE WILL BE GONE! THEY WILL HAVE NO CHOICE BUT TO ACCEPT ME AS THE NEW MASTER OF CHINATOWN!

I... WILL NOT... FIGHT YOU...

THEN YOU MAKE MY VICTORY ALL THE *EASIER!*

AGGGH!

15

PHIL--! I'VE GOT TO HELP HIM!

NO! YOU ARE AN OUTSIDER! THE AFFAIRS OF CHINATOWN MUST BE SETTLED AMONG OUR OWN PEOPLE!

MAYBE CHU YANG IS RIGHT... THESE PEOPLE WON'T REALLY BE FREE OF THE DRAGONS UNLESS ONE OF THEIR OWN DEFEATS THE LEADER.

AND NOW PHIL *HAS* TO FIGHT! THE WHITE DRAGON ISN'T GIVING HIM A CHOICE!

LOOK NOW AT YOUR GREAT CHAMPION, TIGERS...! HE IS NOTHING BUT A BLUBBERING, CRAVEN COWARD!

YOU SHAME YOURSELF AND YOUR ANCESTORS, PHILIP CHANG! GET UP AND FIGHT ME! *FIGHT!*

GNNNGG!!

NO.

16

THEN YOU WILL DIE LIKE THE WHIMPERING FOOL YOU ARE!

C'MON, PHIL... C'MON! WHAT'S THE MATTER WITH YOU? FIGHT BACK! *PLEASE* FIGHT BACK!

AARRGHHH!

IF THIS KEEPS UP, I'LL HAVE TO STEP IN-- BUT HOW CAN I DO IT WITHOUT HUMILIATING PH-- HUH!?

NOW WHERE'S CHU YANG SNEAKING OFF TO IN SUCH A HURRY? YOU'D THINK HE'D WANT TO SEE HOW THIS ALL TURNS OUT!

MAYBE I'LL TAG ALONG...

SOON...

I'M BEGINNING TO SMELL A RAT! THAT GUY HE'S MEETING WITH IS ONE OF THE *DRAGON-LORDS!*

IT IS DONE. I FINISHED PLANTING THE BOMB BEFORE THE CROWD GATHERED.

NEARLY ALL OF THE TIGER'S-CLAW MEMBERS ARE IN THE STREET WATCHING THE FIGHT. WHEN THE BOMB GOES OFF, THEY WILL ALL DIE...

...THEN NO ONE WILL BE LEFT TO CHALLENGE THE WHITE DRAGON'S RULE!

BOMB?!?

17

STAY WHERE YOU ARE, CHU! YOU AND I ARE GOING TO HAVE A LITTLE CHAT!

SPIDER-MAN? NO!

YOU BETRAYED THE TIGER'S-CLAW, CHU-- THE SOCIETY YOUR OWN UNCLE BUILT INTO A FORCE FOR GOOD IN CHINATOWN!

WHY, CHU? WHAT POSSIBLE REASON COULD YOU HAVE HAD?

MY UNCLE WAS A SOFT-HEARTED COWARD! HE HAD POWER, BUT I COULD NEVER CONVINCE HIM TO USE IT!

SO I BETRAYED HIM TO A TRUE WARRIOR-- THE WHITE DRAGON! AND WHEN THE DRAGON IS MASTER OF CHINATOWN, I WILL RULE BESIDE HIM!

THE BOMB, CHU-- WHERE IS IT?

YOU WILL NEVER FORCE ME TO TELL YOU! AND, IN MINUTES, IT WILL BRING US FINAL VICTORY!

THAT'S IT-- GROVEL AND COWER BEFORE ME, YOU SNIVELLING, WHINING WRETCH!

18

NOW, LET ALL HERE WITNESS YOUR TOTAL DEFEAT!

LET ALL OF CHINATOWN WITNESS THAT THE WHITE DRAGON IS THE MASTER!

MASTER? NO... INSTEAD THEY SHALL WITNESS THAT THE WHITE DRAGON IS A COWARD AND A LIAR!

WHO DARES--?!?

HEAR ME, PEOPLE OF CHINATOWN! THE WHITE DRAGON CLAIMS THAT HE SEEKS THE POWER IN THIS AREA FOR HIMSELF... BUT HE IS MERELY THE PUPPET OF ANOTHER!

THE TRUE POWER BEHIND HIM IS THAT OF AN *OUTSIDER*-- THE CRIMINAL MASTER-MIND KNOWN AS THE *KINGPIN!*

I BECAME SUSPICIOUS WHEN I RECOGNIZED ONE OF THE DRAGON-LORDS AS A MEMBER OF THE KINGPIN'S MOB.

SO I INVESTIGATED, AND LEARNED THAT THE KINGPIN FREED THE WHITE DRAGON FROM JAIL...

...AND THAT, USING HIM, THE KINGPIN PLANS TO RULE IN ONE OF THE FEW PARTS OF THE CITY WHICH HE DOES *NOT* CONTROL--

--CHINATOWN!

SHOULD ANY DOUBT ME... HEAR THE CONFESSION FROM THE VERY CONTACT MAN WHO CARRIED ORDERS FROM THE KINGPIN TO THE DRAGON!

Y-YES! I--IT IS ALL AS HE SAYS!

YOU TRAITOROUS FOOL!

19

YOU'RE FINISHED, DRAGON! BY BRINGING IN OUTSIDERS, YOU'VE BETRAYED CHINATOWN --AND MADE YOURSELF AN OUTSIDER!

EVEN YOUR OWN DRAGON-LORDS WON'T TRY TO STOP ME FROM BRINGING YOU IN, NOW!

MOON KNIGHT! GLAD HE SHOWED UP-- BUT I CAN'T STOP TO GIVE HIM A HAND!

THERE'LL BE A PANIC IF I TRY TO EVACUATE THE AREA! HAVE TO *FIND* THAT BOMB-- *FAST!*

GOTTA THINK-- THE BOMB'S NEAR HERE --BUT FAR ENOUGH FROM WHITE DRAGON THAT HE WON'T BE HARMED BY IT!

I'VE GOT TO KEEP WHITE DRAGON OFF BALANCE-- AND TAKE HIM OUT AS FAST AS I CAN! IF HE GETS A CHANCE TO USE HIS FIRE-BREATH, I'M DONE FOR!

HIS CLAWS--THEY'RE DEADLY, TOO! CAN'T LET 'EM CONNECT!

SKRAK!

YOU'VE RUINED MY PLANS, MOON KNIGHT --AND FOR THAT, YOUR LIFE IS FORFEIT!

YOW! MY SPIDER-SENSE* JUST KICKED IN *HARD!* THAT BOMB'S GONNA GO OFF IN *SECONDS!*

*SPIDER-MAN'S UNIQUE DANGER-DETECTING POWER--DANNY.

NOW IF I CAN JUST HOME IN ON IT BEFORE IT BLOWS--!

YOU'RE VERY FREE WITH YOUR THREATS, DRAGON-- BUT YOU'RE NOT FACING SOMEONE WHO WON'T FIGHT BACK NOW!

MY SPIDER-SENSE IS GOING WILD! THE BOMB IS HERE IN THE IMPORT STORE-- IN THIS VASE!

CHU YANG MUST'VE PLANTED IT EARLIER, BEFORE THAT PHONEY CALL FOR HELP!

20

NO TIME TO DEFUSE THE THING! I'VE GOT TO GET IT OUT OF RANGE!

WHAT A GRADE A CREEP THE DRAGON IS... WILLING TO SACRIFICE HIS OWN MEN IN THE SHOP JUST TO FINISH OFF THE TIGER'S CLAW!

I MADE A PROMISE THAT I WOULD BRING YOU IN, MURDERER ...AND I INTEND TO KEEP IT!

UNGGHH!

MY SPIDER-SENSE-- BUZZ-ING LIKE MAD! BOMB'S ABOUT TO BLOW! GOTTA GET RID OF IT--

NOW!

FOR THE MEMORY OF *DO YANG!*

KBLOOOM

YOU FINISHED HIM... BUT WHAT WAS THAT EXPLOSION?

IT CAME FROM THE WATERFRONT.

RELAX, GUYS! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN HAS IT ALL UNDER CONTROL-- AS YOU HAVE THINGS HERE, I SEE.

YEESH! YOU OKAY, PHILIP? YOU LOOK LIKE A WALKING CASUALTY!

STILL THINK IT WAS WORTH IT NOT TO FIGHT THE WHITE DRAGON? YOU COULD HAVE BEEN KILLED IF NOT FOR MOON KNIGHT!

THERE ARE...DEFEATS ...USING NON-VIOLENCE, JUST AS THERE ARE DE-FEATS USING VIOLENCE. NEITHER IS A SURE PATH TO VICTORY...

...BUT I HAVE KEPT THE VOW I SWORE, AND PRESERVED MY OWN INTEGRITY.

AND I WOULD RATHER HAVE MY BODY BRUISED OR EVEN SLAIN...THAN TO HAVE MY SOUL DESTROYED.

PHILIP CHANG...

...YOU ARE A WISE MAN.

I DON'T GET IT! HOW CAN A GUY LIKE HIM--WHO FIGHTS ALL THE TIME-- SAY IT'S WISE NOT TO FIGHT?

HE SOUNDS AS IF HE,TOO, HAS KNOWN GREAT VIOLENCE IN HIS LIFE, SPIDER-MAN...

...AND HAS LEARNED FROM EXPERIENCE THE TERRIBLE PRICE IT BEARS.

NEXT: SPIDER-MAN and IRON MAN!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MTICGROUP

HOW YA GONNA KEEP 'EM DOWN AT THE MORGUE AFTER THEY'VE SEEN N.Y.C.?

Stan Lee PRESENTS:
AL MILGROM
STORY AND PENCILS
JIM MOONEY
FINISHES
DIANA ALBERS
LETTERING
GLYNIS WEIN
COLORING
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

IN THE LABORATORY COMPLEX SOME STORIES BELOW HIS PENTHOUSE APARTMENT, WILSON FISK--THE KINGPIN OF CRIME--CONSULTS WITH HIS SUPER-POWERED AGENT, THE ANSWER.

SOON, KINGPIN, YOU WILL HAVE AN ASSASSIN WORTHY OF YOU.

THAT REMAINS TO BE SEEN.

MY SCIENTISTS ARE STILL UNCERTAIN WHETHER THIS DEVICE WILL REVIVE THE BODY YOU BROUGHT ME--

--THE BODY OF ONE LONG DEAD!

REST ASSURED, KINGPIN, THE *ANSWER* PROMISES YOU SUCCESS!

THE FIGURE IN QUESTION CANNOT *TRULY* BE SAID TO BE DEAD.

HIS MORTAL FORM WAS SIGNIFICANTLY ALTERED AND BROUGHT BACK FROM THE BRINK OF DEATH ONCE *BEFORE*.

WHAT'S MORE, THE ENERGIES USED TO DISPATCH HIM *THIS* TIME WERE OF MOST UNUSUAL ORIGIN.

THEY SEEM TO HAVE MERELY *DISPLACED* HIS LIFE FORCE-- *NOT* TO HAVE SNUFFED IT OUT!

VERY WELL, THEN. I CONFESS TO A CERTAIN AMUSEMENT AT THE IRONY IN USING AN OLD RIVAL AS MY ASSASSIN.

STILL, I QUESTION JUST HOW *EFFECTIVE* SUCH A CREATURE CAN BE. MY STANDARDS ARE HIGH.

BUT THERE CAN BE NO END TO THIS SPECULATION UNTIL WE ATTEMPT TO REVIVE HIM.

TECHNICIAN-- COMMENCE PHASE TWO!

AT THE KINGPIN'S GESTURE, A LEVER IS THROWN--

--AND THE LAMBENT ENERGIES THAT PLAY UPON THE STILL FIGURE WRITHE AND CRACKLE WITH ADDITIONAL POWER.

THE LIGHT RADIATING FROM THE MECHANISM BURNS HELLISH BRIGHT AND THE TECHNICIANS GIVE GROUND BEFORE THE AWESOME GLOW...

EVEN THE ANSWER INSTINCTIVELY RAISES A HAND TO PROTECT HIS EYES, THOUGH HIS POWER WOULD HAVE COMPENSATED IN A MOMENT.

ONLY THE KINGPIN OF CRIME BRAVES THE GLARE.

SQUINTING UNFLINCHINGLY INTO THE HEART OF THE INFERNO, HE GRINS.

SELDOM DOES THE KINGPIN SHOW EMOTION, BUT AT THIS INSTANT HE CANNOT HELP BUT REJOICE IN THE POWER HE WIELDS.

WHO BUT THE KINGPIN COULD THUS PLAY WITH ENERGIES THAT DICTATE MATTERS OF LIFE AND DEATH?

BUT THE SMILE IS A FLEETING ONE, GIVING WAY TO A LOOK OF SOUL-FELT SORROW. HIS THOUGHTS TURN TO ONE WHOM ALL HIS POWER CANNOT HELP-- ONE MOST DEAR TO HIM--

--HIS WIFE, VANESSA, WHO IS GRAVELY ILL IN BODY AND SOUL.

BUT HIS SAD REVERIE IS BRUTALLY TORN FROM HIM AS...

LOOK! THE BODY-- ITS ARM--

IT'S MOVING!

3

YOUR FAITH IN ME WAS NOT MISPLACED.

MY FAITH SELDOM IS.

BUT WE HAVE YET TO SEE HOW GOOD AN ASSASSIN THIS CREATURE WILL BE.

STILL, MY ATTENTION LATELY HAS BEEN TOO MUCH WITH MY VENDETTA AGAINST THE BLACK CAT AND SPIDER-MAN.

IT IS TIME I ATTENDED TO BUSINESS, AND PART OF THE KINGPIN'S BUSINESS IS VIOLENCE.

THIS, THEN, WILL BE MY AGENT OF DESTRUCTION, AN ASSASSIN THAT CANNOT BE STOPPED BECAUSE--

--HE IS ALREADY DEAD!

THE FIGURE STRAINS FORWARD, SILHOUETTED BY THE CORUSCATING ENERGY...

DARK FIGURE AGAINST THE LIGHT...

BUT HERE, ACROSS TOWN FROM THE KINGPIN'S LABORATORY, THE SOURCE OF DARKNESS AND LIGHT ARE TWO SEPARATE FIGURES...

CLOAK AND DAGGER

HEY! WHERE DID *THOSE* TWO COME FROM?

WHO CARES?! THEY'RE COMIN' THIS WAY AND I'M *HOLDIN'*!

LET'S BEAT IT!

4

MY FIRST BIG DOPE SALE IN WEEKS AND THESE *WEIRDOS* HAVE TO COME ALONG!

SHUT UP AND *RUN!* I HEARD ABOUT THEM, THEY'RE BAD NEWS!

VERMIN! YOU CAN'T ESCAPE CLOAK AND--

--DAGGER?

UNNHH!

DAGGER, WHAT'S WRONG?

I--I DON'T KNOW.

I FELT PAIN AND A--A TUG, AS IF SOME OF MY *LIGHT* WAS BEING PULLED FROM ME.

THE ARTIFICIAL DRUGS THAT WERE INJECTED INTO US-- AN EXPERIMENT ON RUNAWAY CHILDREN BY ORGANIZED CRIME--GAVE YOU YOUR CURSE OF DARKNESS...

...AND GRANTED *YOU* THE BLESSING OF LIGHT, THE POWER TO GIVE OR TAKE THAT LIFE ENERGY IN ALL LIVING THINGS.

YES, BUT IN ALL THE TIME WE'VE HAD THESE ABILITIES, I'VE NEVER FELT ANYTHING LIKE *THIS* BEFORE.

HEY, *LOOK!* THE LONG-JOHN BRIGADE STOPPED DEAD IN THEIR TRACKS.

GUESS THEY AIN'T SO MUCH AFTER ALL.

WHATSAMATTER, PAL? YOUR GIRLFRIEND DON'T LOOK, SO HOT!

SHE NEED A *FIX?* THAT WHY YOU WERE CHASING US-- FOR THIS?

YOU CAN HAVE IT--FOR A *PRICE!*

5

CLOAK LOOKS UP FROM HIS FALLEN COMPANION...

HE IS NOT AMUSED.

SCUM! ALL THE DRUGS HAVE LONG SINCE BEEN PURGED FROM *OUR* BODIES!

YET, I STILL HAVE AN *ADDICTION*--

A HUNGER FAR GREATER THAN ANY *YOU* COULD UNDERSTAND--

--OR YOUR PUNY *POISONS* COULD INSTILL!

YOU SPOKE OF A *PRICE*-- I WILL PAY YOU IN COIN FAR GREATER THAN YOU COULD EVER DREAM!

BUT TO COLLECT IT YOU MUST ENTER THE DARK DIMENSION THAT IS MY BODY!

AS HE SPEAKS, CLOAK'S CAPE BILLOWS AND SPREADS, SWIFTLY SWALLOWING UP THE ENTIRE ALLEYWAY, AND--

--ENGULFING THE DRUG DEALERS, ONE--

EDDIE HELP! HE'S GOT M--!

--AFTER ANOTHER!

OH, MY G--!

NO! DON'T DO IT, MAN! I'M SORRY, REALLY! I'M SORR--

EEEEEEEEEEEEEE

AHH! AT *LAST* THE DARKNESS CAN FEAST-- AND I NEED NOT TAKE DAGGER'S PRECIOUS LIGHT TO FEED IT!

6

NO, CLOAK... *DON'T!*

DON'T LET YOUR HUNGER CONSUME *YOUR* SOUL AS WELL AS THEIRS!

MY DARKNESS NEEDS THEIR LIGHT--AND YOU'RE TOO WEAK NOW TO FEED ME ANY OF YOURS.

I *MUST* KEEP THEM!

CLOAK... *PLEASE!*

I--I--

--VERY WELL.

W-WE'RE *BACK!*

I-IT WAS SO COLD-- SO VERY *COLD!*

THE DARKNESS-- I COULDN'T EVEN SEE MY HAND IN FRONT OF MY FACE.

COME, CLOAK, YOU MUST HELP ME LEARN WHERE MY LIGHT IS GOING!

YES. WITHOUT YOUR LIGHT TO SUSTAIN ME, THE DARKNESS WITHIN ME COULD RISE UP AND CONSUME EVERY LIVING THING ON THIS EARTH.

HIS CLOAK WRAPS AROUND THEM LIKE A THING ALIVE--

--AND TRANSPORTS THEM THROUGH THE DARK DIMENSION THAT IS CLOAK'S BODY.

ooo

7

MEANWHILE, LEST WE FORGET THE INDIVIDUAL WHOSE NAME FESTOONS THE COVER OF THIS MAGAZINE--

--PETER PARKER, THE SPECTACULAR SPIDER-MAN, IS EVEN NOW STROLLING THROUGH THE CHELSEA DISTRICT OF MANHATTAN, THINKING SOMBER THOUGHTS.

BOY, THINGS HAVE SURE TAKEN A TURN FOR THE WORSE LATELY.

I'VE HAD A FALLING OUT WITH MY AUNT MAY 'CAUSE I QUIT SCHOOL; I'M BROKE AGAIN, AS USUAL--

--AND JUST WHEN I THOUGHT MY LOVE LIFE WAS ON THE UPSWING, I HAD A BIG BLOW-UP WITH THE BLACK CAT.

WHY CAN'T I HAVE A NICE, NORMAL RELATIONSHIP LIKE THE ONE I HAD WITH GWEN STACY BEFORE SHE DIED?

HARRY OSBORN AND LIZ SURE SEEM HAPPY WITH THEIR MARRIAGE. I WISH...

HEY, PETE--WOOL GATHERING?

HARRY--LIZ, I WAS JUST THINKING ABOUT YOU TWO.

AND WHY NOT? YOU WERE SUPPOSED TO MEET US FOR LUNCH WITH SHA SHAN! ANY IDEA WHAT IT'S ABOUT?

NOT REALLY.

SHA CALLED ME THIS MORNING AND SAID SHE NEEDED TO TALK TO US, SO I SUGGESTED SHE MEET US HERE.

SHE HINTED IT WAS SOMETHING ABOUT HER RELATIONSHIP WITH FLASH--BUT SHE WOULDN'T SAY MORE OVER THE PHONE.

SMOKIE'S

AND THIS IS THE RESTAURANT YOU CHOSE? AH, PETER, MY LAD, YOU TRAVEL STRICTLY FIRST CLASS ALL THE WAY.

BBQ PLACE

HEY, HARRY, JUST BECAUSE YOU USED TO BE MY ROOMMATE DOESN'T GIVE YOU THE RIGHT TO BE SARCASTIC.

BESIDES, I'VE HEARD THAT THIS PLACE HAS THE HOTTEST CHILI IN TOWN!

THERE'S SHA SHAN NOW.

PETER, HARRY, LIZ... I AM SO GLAD YOU COULD COME.

8

THESE RIBS LOOK GOOD.

I'M STILL GOING TO TRY THE CHILI. LET'S SEE JUST HOW HOT IT IS.

AREN'T YOU HAVING ANYTHING SHA SHAN?

HOME M
PIES
1. Apple
2. Pecan
3. Lem

NO, PETER, THANK YOU. I-I FEAR I HAVE NO APPETITE.

HOT B-BQ RIBS

OKAY, SO SPILL IT. WHAT'S UP WITH YOU AND FLASH?

I AM WORRIED ABOUT HIM. HE HAS BEEN ACTING VERY STRANGELY LATELY.

YOU ARE HIS CLOSEST FRIENDS AND I THOUGHT PERHAPS YOU COULD *HELP.*

HE HAS BEEN SNEAKING OUT EARLY IN THE MORNINGS, WON'T TELL ME WHERE HE'S GOING--

--AND WHEN HE RETURNS HE IS BRUISED AND BATTERED, AS IF HE HAD BEEN IN A *FIGHT.*

BRUISES? FIGHTS? WHAT COULD HE POSSIBLY BE--

OH, NO!!

WHAT IS IT, PETE? DO YOU KNOW WHAT FLASH IS UP TO?

NO, I ≷GLUBBA≶ I JUST FOUND OUT WHY THEY CALL THIS KILLER CHILI! *WOW,* THAT'S HOT!

CAN'T YOU BE SERIOUS, PETER? SHA SHAN IS REALLY UPSET.

SORRY, REALLY ≷GLUB≶ I ≷GLUB≶ COULDN'T HELP IT.

LOOK, SHA SHAN, I SYMPATHIZE, BUT FLASH IS A BIG BOY NOW. HE DOESN'T HAVE TO ANSWER TO US.

AS IT IS, WE'VE GOT TROUBLES OF OUR OWN. I'M FIGHTING OFF A TAKEOVER BID OF MY COMPANY.

I WOULDN'T WORRY. FLASH'LL WORK OUT HIS PROBLEMS AND COME AROUND. YOU'LL SEE. C'MON, LIZ.

OKAY, HON. I'LL CALL YOU SOON, SHA SHAN.

I'M SURE HARRY IS RIGHT, SHA SHAN. FLASH CAN BE SORT OF STRANGE SOMETIMES. WHY, WHEN I FIRST MET HIM, WE COULDN'T STAND EACH OTHER, BUT OVER THE YEARS...

EVEN AS PETER ATTEMPTS TO COMFORT SHA SHAN, FLASH APPROACHES...

I CAN'T BELIEVE IT. I GET BACK TO THE APARTMENT AND I FIND OUT SHA SHAN DIDN'T GO TO HER CLASS.

SHE WOULDN'T MISS ONE EXCEPT FOR SOME REAL EMERGENCY!

SO I FIND THIS PAPER IN THE WASTEBASKET WITH AN ADDRESS ON IT, AND WHERE DOES IT LEAD ME? TO THIS RESTAURANT.

NOW WHAT COULD BE SO IMPORTANT--

NO! IT'S SHA SHAN--AND SHE'S HOLDING HANDS WITH PARKER!

I KNEW SHE WAS UP TO *SOMETHING*, BUT *THIS*--!

I GUESS THIS EXPLAINS WHY MY OLD *PAL* PETE GAVE ME THE BUM'S RUSH WHEN I TRIED TO TELL HIM ABOUT MY PROBLEMS WITH SHA SHAN!

HE KNEW *HE* WAS THE CAUSE OF THE PROBLEMS! I OUGHT TO BUST HIS HEAD.

BUT WHAT GOOD WOULD IT DO?

I'LL SHOW THEM! IF MY PLANS WORK OUT, THEY'LL *BOTH* BE SORRY.

MEANWHILE, AT THE KINGPIN'S LABORATORY...

WHAT SEEMS TO BE CAUSING THE DELAY?

A PROBLEM NOT TOTALLY UNFORSEEN.

THE LEVEL OF CONSCIOUSNESS WE'VE MANAGED TO RESTORE TO YOUR AGENT IS OF THE MOST PRIMAL NATURE.

HE RESPONDS ONLY TO THE MOST BASIC STIMULI. AS A RESULT, HE IS NEARLY IMPOSSIBLE TO CONTROL.

THE SOLUTION?

LUCKILY WE HAVE--

--THE ANSWER!

ONLY HE COULD BRAVE THE FORCES WE'VE UNLEASHED AND APPLY--

"--THE SUBMISSION COLLAR!"

CLIK

WELL DONE, ANSWER. NOW WE ADJUST THE FREQUENCY, AND WITH A TWIST OF THE DIAL--

--WE CAN INFLICT MASSIVE PAIN. AS YOU SEE, HE RESPONDS.

NOW THAT WE HAVE HIS ATTENTION, YOU CAN GIVE HIM ORDERS-- ALBEIT ON A RATHER SUBLIMINAL LEVEL.

IT SEEMS A TEST OF SOME SORT IS CALLED FOR.

THEN WE SHALL SEE.

WHILE THE KINGPIN SETS HIS MACHINATIONS INTO MOTION, PETER PARKER, HAVING PARTED FROM A TROUBLED SHA SHAN, NEARS HIS APARTMENT BUILDING...

WELL, I GUESS THAT GOES TO SHOW I'M NOT THE ONLY ONE WITH PROBLEMS. THERE'S A LESSON THERE SOMEWHERE.

NO PARKING TUES THUR SAT 11 AM 2 PM

187

RIGHT NOW, THOUGH, ALL I WANT TO DO IS GO SEE FELICIA AND TRY TO WORK OUT MY TROUBLES WITH HER!

HEY! WHAT'S MY LANDLADY DOING SNOOPING AROUND MY DOOR?

THAT PARKER AND HIS CRAZY GIRLFRIEND --WONDER WHAT THEY'RE UP TO? I HEARD SOME AWFUL LOUD NOISES IN HERE LAST NIGHT.

I WARNED HIM I RUN A NO-NONSENSE BUILDING HERE!

HMMM.IF SHE'S SO INTENT ON EAVESDROPPING ON ME, MAYBE I CAN GIVE HER A *REAL* EARFUL.

FIRST, I'LL WILL MY COSTUME TO EXTEND MY SHIRTSLEEVE, TRANS-FORMING IT INTO MY SPIDEY SUIT--

--WHICH COMES EQUIPPED WITH ITS OWN HANDY-DANDY WEB-SHOOTER.

AND NOW--

PWIP

I'LL JUST SNAG THE CEILING ABOVE HER--

--AND SWING ON OVER!

IF I'D WALKED, I WOULD'VE HIT A CREAKY FLOORBOARD FOR SURE!

CAN I *HELP* YOU?

YEOW!!

12

PARKER! DON'T YOU KNOW YOU COULD GIVE A PERSON A HEART ATTACK THAT WAY?

AND DON'T *YOU* KNOW IT'S NOT NICE TO LISTEN AT PEOPLE'S DOORS, MRS. MUGGINS?

OH! WELL, I WAS JUST... ER, THAT IS...

I KNOW, YOU WERE JUST LOOKING TO GIVE ME THE RECEIPT FOR THE CASH I PAID YOU FOR MY RENT THE OTHER DAY, RIGHT?

ER, YES... THAT IS... *NO!* I MEAN, YOU'LL *GET* YOUR RECEIPT SOON ENOUGH.

YUCH-- WHAT'S THIS? @#$%&!! A SPIDER WEB-- GOTTA CLEAN THIS PLACE UP!

HA! I DON'T KNOW WHEN I'VE SEEN THE OLD GIRL LOOK SO FLUSTERED. MAYBE THAT'LL TEACH HER NOT TO GO SPYING ON PEOPLE--BUT I *DOUBT* IT.

BUT NOW I'D BETTER CALL FELICIA--

FELICIA? IT'S PETER. CAN I SEE YOU? WE'VE GOT A LOT TO TALK ABOUT.

DON'T CALL ME FELICIA. I'M YOUR BLACK CAT AND YOU--YOU'RE MY SPIDER! AS FOR SEEING ME... WELL...

I STILL HAVEN'T TOTALLY FORGIVEN YOU FOR THE FIGHT WE HAD THE OTHER NIGHT, BUT--

BUT, ON THE OTHER HAND, I CAN'T FORGET HOW YOU SWUNG TO MY RESCUE WHEN YOU THOUGHT I WAS BEING MENACED BY THE *ANSWER.**

YOU DIDN'T KNOW THAT I WAS REALLY *HELPING* HIM IN ORDER TO REPAY THE DEBT I OWE THE KINGPIN. AND I FEEL SO GUILTY FOR DECEIVING YOU THAT WAY!

*LAST ISH--D.

ALL RIGHT, YOU CAN COME OVER. BUT DON'T KEEP ME WAITING. 'BYE.

ONE NICE THING ABOUT THIS NEW COSTUME--

--THE WAY IT RE-SPONDS TO MY THOUGHTS, CHANGING INSTANTLY FROM STREET CLOTHES TO SPIDEY COSTUME--

--IT *NEVER* MAKES ME KEEP AN EAGER FEMALE WAITING.

13

CLIMBING UP THE TILED WALL OF HIS BATHROOM, HE LETS HIMSELF OUT THROUGH THE SKYLIGHT--

--AND ONCE AGAIN SPIDER-MAN PROWLS THE CITY.

AH, THAT NIGHT AIR FEELS GOOD. I'VE BEEN FEELING SO LOGY LATELY, AND SO CLUMSY. I SUPPOSE IT'S JUST ALL THE PRESSURE I'VE BEEN UNDER--FIGHTING THE BEYONDER, THE BLOB, WILL-KILLER, WHITE DRAGON AND THE ANSWER IN RAPID SUCCESSION.

PWIP

BUT I KEEP DOING MYSELF DAMAGE--CRACKING MY KNEE, MIS-FIRING MY WEBBING AND NEARLY FALLING TO MY DEATH. AND THEN THE WAY I LET WILL-KILLER SNEAK UP ON ME*...!

*SEE RECENT SPIDEY TITLES FOR ALL THIS ACTION--DANNY.

MAYBE THIS SWING ACROSS TOWN WILL PUT SOME NEW LIFE IN ME.

Flowers

HEY! A FLOWER SHOP!

THESE'LL BE JUST THE TICKET TO MAKE FELICIA FORGET WE EVER HAD THAT SPAT. I'LL JUST LEAVE THE MONEY--

UH-OH! SPIDER-SENSE IS TINGLING--

--AND HERE COMES A GUY RUNNING IN BLIND PANIC!

HEY, BUDDY, WATCH OUT FOR THE--

--FLOWERS.

WHA-?!

CRASH

OH MY G-- DID HE SEND YOU, TOO?!

DID WHO SEND ME?

THEY WARNED ME NOT TO CROSS HIM-- WARNED ME TO STICK TO MY OWN LOAN-SHARKING TERRITORY-- BUT I DIDN'T LISTEN!

AND NOW HE'S GOING TO KILL ME!

14

WHAT?! *WHO'S* GOING TO KILL YOU?

THE KINGPIN! THAT'S WHO SENT IT AFTER ME! IT COULD ONLY HAVE BEEN THE KINGPIN!

THE KING-PIN!

BUT, WHAT DID HE SEND AFTER YOU? WHAT ARE YOU RUNNING FROM?

A MONSTER BUSTED UP MY HEADQUARTERS! 'S'HORRIBLE!

IT MUST BE! MY SPIDER-SENSE IS STILL TINGLING LIKE CRAZY!

THOSE ARE MY MEN TRYING TO STOP IT! BUT THEY WON'T STOP IT! NOTHING CAN STOP IT!

WE'LL SEE ABOUT THAT! IF YOU WERE TRYING TO MUSCLE IN ON THE KINGPIN'S ACTION, YOU MUST BE INVOLVED IN ORGANIZED CRIME!

BUT I CAN'T LET YOU BE MURDERED. I'LL JUST LEAP OVER--

--AND SEE WHAT THIS TUMULT IS ALL ABOUT.

TOO MANY PEOPLE--CAN'T MAKE ANYTHING OUT!

CLASH

POW

THUD

CAN'T HOLD HIM--HE'S BREAKING THROUGH!

THEY'RE FALLING LIKE TENPINS! NOW, MAYBE I CAN SEE WHO'S BEHIND ALL TH--

OH, NO! IT CAN'T BE *HIM*! H-HE'S DEAD!

15

IT'S SILVERMANE!!

CAN IT BE HE'S CHEATED DEATH A SECOND TIME?

HE WAS MURDERED BY CLOAK AND DAGGER, THEN REVIVED IN THIS BIONIC FORM, ONLY TO BE KILLED BY THEM AGAIN.

FLY EASTERN

"I HAD A RUNNING BATTLE WITH HIM ON BOARD A SUBWAY TRAIN...

"HE GOT PAST ME AND ALMOST GOT HIS REVENGE ON CLOAK--

"--BUT FINALLY DAGGER NAILED HIM WITH HER LIGHT KNIVES!

"LAST I SAW THEY WERE HAULING HIS CARCASS OUT OF THE SUBWAY TOWARDS A WAITING AMBULANCE...AND THEY *WEREN'T* IN ANY HURRY!*

AMBU

"THE MAN WAS *DEAD!*"

*SEE PPSSM #70--DANNY.

16

CRUNCH

WHOOPS! I WAS SO LOST IN MY THOUGHTS I ALMOST GOT *CRUSHED* BY THAT DEAD MAN!

YOO-HOO! SILVERMANE! CAN YOU GIVE ME ANY TIPS ON YOUR SECRETS OF LONGEVITY?

IS IT TRUE YOUR ROBOT BODY WAS MADE BY TIMEX? TAKES A LICKING AND KEEPS ON--

--TICKING! *YIKES!*

WELL, THE OL' SNAPPY SPIDEY REPARTEE DOESN'T SEEM TO BE DISTRACTING HIM-- HE'S STILL INTENT ON KICKING THE SPIT OUT OF ME!

I'VE NEVER SEEN HIM LIKE THIS BEFORE! AND HIS FACE-- HE'S GOT A VACANT STARE EVEN COLDER THAN HIS METAL BODY!

IT'S LIKE HE'S NOT EVEN SEEING WHAT HE'S DOING--LIKE HE'S LOOKING OVER FROM THE OTHER SIDE OF DEATH!

PWIP!

MAYBE I CAN SLOW HIM DOWN WITH SOME OF MY TRUSTY WEBBING!

17

THERE--THAT DID THE TRICK!

HEY, SILVY DON'T BE SO *STUCK* UP! YOU MEAN TO TELL ME YOU WON'T EVEN TALK TO OL' SPIDEY ANYMORE?

HERE, THIS OUGHTTA LOOSEN UP YOUR JAW MUSCLES!

OWCH! HE BARELY FLINCHED, BUT I NEARLY BROKE MY HAND!

K-KRAK!

AND NOW HE'S KICKING HIMSELF FREE OF MY WEBBING! WHAT *POWER--WHOOP!*

AND HE'S *FAST*, TOO! HE NEARLY CLIPPED ME!

I'D BETTER MOVE IT--TRY TO FIGURE A WAY TO STOP HIM!

WHILE ABOVE...

IS THE PICTURE COMING THROUGH, KINGPIN?

YES, ANSWER. IT'S QUITE CLEAR!

I'M SOMEWHAT PERTURBED TO SEE HOW EASILY SILVERMANE WAS DISTRACTED FROM HIS PRIMARY TARGET! BUT AS LONG AS HE ALREADY PURSUES SPIDER-MAN, LET US SEE HOW WELL HE FARES.

AFTER ALL, THAT WOULD BE A FAR GREATER TEST OF HIS ABILITIES THAN THE ELIMINATION OF THAT PETTY *USURER.*

OF COURSE I DON'T WANT SILVERMANE TO KILL SPIDER-MAN--THAT WOULD INTERFERE WITH MY *ULTIMATE* REVENGE!

18

USE THE SUBMISSION COLLAR TO DIRECT SILVERMANE'S EFFORTS AGAINST SPIDER-MAN! BUT BE PREPARED TO STOP HIM SHOULD HE ENDANGER SPIDER-MAN'S LIFE.

VERY WELL, KINGPIN!

WHILE, BACK ON THE STREET...

NOT IN SERVIC

GEE, SILVY, I KNOW THE CITY'S BEEN HAVING TROUBLE WITH THOSE GRUMMAN BUSES--

--BUT THAT'S NO REASON TO GO THROWING THEM AROUND!

MY GOSH, THERE'S SOME PEOPLE ON THE OTHER SIDE OF THAT BUS-- THEY'LL BE *CRUSHED!*

NOT IN SE

THIS IS GONNA BE *CLOSE*...

MADE IT!

CRA-TASH

BUT...

NO! I WAS TOO TANGLED UP WITH THESE PEOPLE! NOW SILVERMANE'S *GOT* ME!

19

RUN! GET AWAY FROM HERE! HE'S TOTALLY BERSERK!

YOU DON'T HAVE TO TELL ME TWICE!

NOW, SILVY CAN'T WE DISCUSS THIS LIKE TWO MATURE--

ARRGH!

THUNG!

WHUNF!

H-HE'S *KILLING* ME! CAN'T BREAK HIS GRIP!

PWIP

GOT TO TRY SOME WEBBING...

NO GOOD! IT DOESN'T FAZE HIM--HE JUST KEEPS FLAILING AWAY!

HE'S LIKE A MACHINE--

--UHNNGH!

A--A DEADLY MACHINE AND I--

OOUCH!

--CAN'T STOP... HIM!

LOOK--SILVERMANE HAS BEATEN SPIDER-MAN!

A SMASHING SUCCESS! YOU HAVE FOUND YOUR NEW ASSASSIN, KINGPIN!

THIS CALLS FOR A CELEBRATION!

I FEAR NOT!

WH-WHY, WHAT DO YOU MEAN?

I'LL GRANT YOU THAT SILVERMANE IS POWERFUL, BUT HE LACKS THE SKILLS AND SUBTLETY REQUIRED FOR DELICATE ASSIGNMENTS.

LOOK! LOOK AT THE CROWD THAT HAS GATHERED TO WATCH THE MELEE! TOO MUCH ATTENTION IS BEING CALLED TO THE OPERATION.

IT IS AS I FEARED. THIS UNDEAD BODY LACKS THE NECESSARY FINESSE.

RIALTO

HAVE SILVERMANE RELEASE SPIDER-MAN BEFORE HE DOES PERMANENT HARM, THEN SUMMON HIM BACK HERE!

YES, SIR. AT ONCE!

THAT'S STRANGE!

WHAT IS ?!

SIVERMANE ISN'T RESPONDING TO THE SUBMISSION COLLAR! HE WON'T RELEASE SPIDER-MAN! HE WON'T RETURN!

21

AS THE KINGPIN'S TECHNICIANS WORK FEVERISHLY OVER THE CONTROLS, THE BLACK CAT PACES THE FLOOR OF HER ELEGANT APARTMENT...

WHERE'S SPIDER? HE SAID HE'D BE COMING RIGHT OVER... AND IT DOESN'T TAKE HIM THAT LONG TO SWING ACROSS TOWN!

MAYBE HE CHANGED HIS MIND! MAYBE HE'S STILL MAD ABOUT THAT FIGHT WE HAD! MAYBE HE FOUND SOME MOUSEY LITTLE GIRL WHO LIKES HIM AS THAT--THAT *PETER PARKER* PERSON!

I'LL BET THAT'S *IT!* WELL, IF THAT'S TRUE... IF THAT'S WHY HE'S STANDING ME UP--!

WHY I WOULDN'T TAKE HIM BACK NOW, EVEN IF HE CAME CRAWLING ON HIS KNEES, I--

3 TAP TAP TAP

EH--? WHO'S THAT AT THE DOOR?

SPIDER!!

CAT, IT WAS SILVERMANE! I-I COULDN'T STOP HIM!

HE BEAT ME-- *BAD!* AND JUST WHEN I THOUGHT I WAS DEAD--

--HE LET ME GO.

HE'S GOT TO BE STOPPED, CAT!

DON'T WORRY, SPIDER, *WE'LL* STOP HIM!

NO! WE CAN'T DO IT! H-HE'S TOO STRONG! ONLY ONES WHO CAN STOP HIM-- GOT TO FIND THEM, CAT--

--GOT TO FIND *CLOAK & DAGGER!*

NEXT: THE DAGGER AT THE END OF THE TUNNEL!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

Stan Lee PRESENTS:

THE DAGGER AT THE END OF THE TUNNEL!

STORY & LAYOUTS AL MILGROM / INKS JIM MOONEY / LETTERING DIANA ALBERS / COLORING BOB SHAREN / EDITING DANNY FINGEROTH / EDITOR-IN-CHIEF JIM SHOOTER

WHAT HAS GONE BEFORE: THE BIONIC BODY OF THE CRIME-LORD, **SILVERMANE**, HAS BEEN BROUGHT BACK FROM THE BRINK OF DEATH.

REVIVED BY THE **KINGPIN**, WHO HAD HOPES THAT HE COULD MANIPULATE THAT MINDLESS CREATURE TO ACT AS HIS ASSASSIN, SILVERMANE SHOWED DISTURBING TENDENCIES TO RESIST THE KINGPIN'S DIRECTIONS.

CONSEQUENTLY, WHEN SILVERMANE GOT INVOLVED IN A BATTLE WITH THE AMAZING SPIDER-MAN, DESPITE BEING ORDERED TO SHOW RESTRAINT IN DEALING WITH THE WEB-SLINGER, HE BEAT SPIDEY HALF TO DEATH.

AND THAT BRINGS US UP TO DATE!

OOH! I ACHE ALL OVER. I STILL DON'T KNOW *WHY* SILVERMANE LET ME GO BEFORE HE FINISHED ME--!

DON'T STRAIN YOURSELF, SPIDER. THE ***BLACK CAT*** WILL SEE THAT YOU'RE ALL RIGHT! EASY DOES IT, NOW!

THANKS, CAT. I CAN TELL SILVY DIDN'T BREAK ANY-THING, BUT I DON'T KNOW WHEN I'VE FELT THIS WEAK.

I'VE BEEN FEELING A LITTLE WORN-OUT LATELY ANYWAY, AND THIS BEATING DIDN'T HELP MATTERS.

SHHH! DON'T TALK.

THE BEST THING FOR YOU IS TO GET INTO A NICE WARM BED AND SLEEP.

I--I SUPPOSE YOU'RE RIGHT.

BUT SILVERMANE'S STILL *OUT* THERE-- HE COULD HURT INNOCENT PEOPLE...

THAT'S NOT *OUR* WORRY, LOVER.

BUT IT *IS*. WE--I'VE GOT A RESPONSI-BILITY.

BUT I'M SO TIRED --I CAN'T DO ANYTHING JUST NOW. GOT TO REST A LITTLE FIRST.

AND IN RESPONSE TO HIS MENTAL COMMAND, PETER PARKER'S COSTUME FLOWS DOWN, REVEALING HIS BATTERED FEATURES...

I KNOW HE'S HURT... BUT I CAN HARDLY STAND TO LOOK AT HIM WHEN HE'S NOT MY SPIDER!

DON'T WORRY... LOVER. IF YOU'RE SO WORRIED ABOUT IT... *I'LL* FIND SILVERMANE!

NO! CAT! HE'S TOO DANGEROUS. AND FROM WHAT THAT GANGSTER SAID*--

--SOMEHOW THIS ALL TIES IN WITH THE *KINGPIN*.

IT'S TOO MUCH FOR YOU TO HANDLE ALONE. PROMISE YOU WON'T TRY ANYTHING TILL I CAN GO WITH YOU.

PROMISE ME!

I--I PROMISE.

GOOD! I'LL GET UP IN A FEW MINUTES, JUST A FEW MIN...

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*A LOAN SHARK SILVERMANE WAS PURSUING WHEN SPIDEY GOT INVOLVED. IT HAPPENED LAST ISH--DANNY.

HMMF! HE ACTS AS IF I'M HELPLESS WITHOUT HIM. BUT I'LL KEEP MY PROMISE, IF ONLY BECAUSE GETTING INVOLVED MIGHT REVEAL MY CONNECTION TO THE KINGPIN.

I'D HATE FOR MY LOVER TO FIND OUT THAT ONE OF HIS GREATEST ENEMIES IS RESPONSIBLE FOR GIVING ME MY CAT-LIKE POWERS.

MEANWHILE, NOT FAR FROM WHERE THE BLACK CAT SWINGS, SILVERMANE CONTINUES ON HIS BLIND PATH OF DESTRUCTION, SEARCHING, SEEKING... WHAT?

KA-RASH!

LOOK OUT! THAT THING'S GOING BERSERK. GET OUT OF THE WAY!

AND IN THE SKYSCRAPER HEADQUARTERS OF THE KINGPIN...

SO, *ANSWER*, THE REMOTE TELEVISION UNIT YOU PLACED ON THE SCENE IS STILL BROADCASTING SILVERMANE'S PROGRESS!

YES, BUT IT WON'T BE LONG BEFORE HE IS OUT OF THE RANGE OF THE CAMERA.

ARE YOU SURE YOU DON'T WANT ME TO TRY TO STOP HIM?

NOT AT THIS TIME.

I STILL CAN'T FIGURE OUT WHERE WE WENT *WRONG!* THE SUBMISSION COLLAR WE PLACED AROUND HIS NECK SHOULD CAUSE HIM SUFFICIENT PAIN--EVEN IN HIS PRESENT LIMITED MENTAL CAPACITY-- TO RESPOND TO OUR ORDERS.

HOW DO YOU EXPLAIN THE MALFUNCTION?

THERE IS NO MAL-FUNCTION, PER SE. IT'S AS IF, SOMEHOW, THERE'S AN OUTSIDE FORCE THAT CALLS HIM.

A FORCE GREAT ENOUGH TO MAKE HIM IGNORE THE PAIN.

DAGGER!

WHAT HAS *SHE* GOT TO DO WITH THIS, ANSWER?

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BUT BEFORE THE ANSWER CAN REPLY...

WAIT! HE'S MOVING AGAIN!

"INSTEAD OF MILLING MINDLESSLY ABOUT, HE SEEMS ONCE AGAIN TO HAVE A SET GOAL TO REACH!

"H-HE'S TEARING UP THE VERY ASPHALT TO GET AWAY!

KENNS

"YE GODS, WHAT POWER!"

WHAT WAS IT ABOUT DAGGER?

AS ALWAYS, I HAVE THE ANSWER. AS YOU KNOW, WE LEARNED THAT DAGGER'S LIGHT KNIVES WERE RESPONSIBLE FOR DRIVING THE LIFE FORCE FROM SILVERMANE'S BODY, AND SHE SOMEHOW ABSORBED THAT FORCE.

APPARENTLY, WHEN SHE DID, SHE FORMED A *LINK* BETWEEN THE TWO OF THEM. NOW THAT WE'VE REVIVED HIM, HE SEEKS HER OUT, --HIS BODY CRAVING THOSE ENERGIES THAT ONCE WERE HIS.

I WOULDN'T BE SURPRISED IF SHE, TOO, WAS FEELING THE EFFECTS OF HIS REVIVAL.

AND INDEED...

OH! THE PAIN!

DAGGER!

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CLOAK, IT'S HAPPENING AGAIN. THE MOMENT WE STEPPED OUT OF YOUR CAPE, BACK INTO THE TANGIBLE WORLD, I FELT HURT -- WEAK!

IT HAPPENED BRIEFLY WHEN WE CAUGHT THOSE DRUG DEALERS,* BUT I WAS HOPING THAT IT WAS A ONE-TIME THING.

*LAST ISSUE -- DANNY.

BUT NOW IT'S BACK, WORSE THAN EVER. A GNAWING PAIN FROM WHICH EVEN THIS CHURCH, WE'VE MADE OUR HAVEN, CAN'T GRANT ME SANCTUARY.

AND WHAT'S WORSE, IT LEAVES ME SO DRAINED OF MY LIGHT, THAT I HAVE LITTLE OR NONE TO GIVE YOU.

HUSH! THAT'S NOT IMPORTANT.

NOT NOW, PERHAPS, BUT YOU KNOW AS WELL AS I DO HOW YOU DEPEND ON ME.

WITHOUT MY EXCESS LIGHT TO SUSTAIN YOU, YOUR HUNGER WILL GROW. THE DARKNESS WITHIN YOU MUST BE FED.

IF IT ISN'T, IT WILL MAKE YOU TAKE THE LIGHT -- THE LIFE -- FROM OTHERS.

OR IF YOU RESIST THE HUNGER, THE DARKNESS WILL DEVOUR *YOU!*

WHAT CAN WE DO CLOAK?

I -- I WISH I KNEW.

MEANWHILE, IN PETER PARKER'S BEDROOM, A DARK FORM STIRS WITHIN THE SHADOWS...

HIS SPIDER COSTUME OOZES OFF THE CHAIR ON WHICH IT HAD RESTED...

IT GLIDES SILENTLY ACROSS THE FLOOR...

THEN, IN RESPONSE TO SOME SECRET HUNGER OF ITS OWN --

--IT STRIKES!

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FOR A BRIEF INSTANT, HIS SPIDER-SENSE BUZZES, WARNING HIM OF DANGER. THEN, AS THE COSTUME ENGULFS HIM--

--THE BUZZING ABRUPTLY CEASES.

HE CLIMBS FROM HIS BED--

--EXITS HIS ROOFTOP SKYLIGHT--

--AND BEGINS, ALL UNKNOWING, TO PROWL THE NIGHT.

I JUST DON'T KNOW WHAT TO DO ABOUT SPIDER. I WANT TO BE *HONEST* WITH HIM, BUT I'M AFRAID IF I TELL HIM ABOUT THE KINGPIN, HE'LL LEAVE ME!

WHAT CAN I D--!

SPIDER!

WHAT ARE YOU DOING OUT OF BED?!

HMPH! HOW DO YOU LIKE THAT! HE PRETENDED NOT TO HEAR ME!

WELL, IF *THAT'S* THE WAY HE WANTS TO PLAY IT, THE *BLACK CAT* CAN PULL A SOLO ACT, TOO!

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ON OUR WAY TO HIS APARTMENT, HE SAID SOMETHING ABOUT THE GIRL CALLED "DAGGER" BEING THE KEY TO DEFEATING SILVERMANE!

I'VE GOT RESOURCES OF MY OWN. LET'S JUST SEE WHO CAN FIND DAGGER FIRST!

ELSEWHERE...

HOW IS SHE TODAY, DOCTOR?

STILL NO CHANGE I'M AFRAID. HER SPIRIT SEEMS COMPLETELY DEPLETED SINCE THE HARROWING EXPERIENCE SHE HAD WITH THOSE OUTCASTS WHO LIVE IN THE SEWERS. *

IT'S ALMOST AS THOUGH THE LIGHT OF HER SOUL HAS BEEN SNUFFED OUT!

*DAREDEVIL #180--DANNY.

POETIC WORDS FROM A MAN OF *SCIENCE*, DOCTOR. BUT POETRY WILL NOT HELP MY WIFE.

OH, VANESSA, I WOULD GIVE MUCH TO RESTORE YOU TO ME. MY EMPIRE MEANS NOTHING WITHOUT YOU BY MY SIDE TO SHARE IT.

KINGPIN.

HMMM? OH, YES, ANSWER, HAVE YOU ACTED ON OUR PLAN TO PRODUCE DAGGER?

YES. I'VE SPOKEN TO THE *ROSE*. HE DIDN'T SOUND *HAPPY* ABOUT IT, BUT HE'S GOING AHEAD WITH THE PLAN.

NO, HE *WOULDN'T* BE HAPPY ABOUT IT. THAT'S PART OF THE REASON I ASSIGNED IT TO HIM.

AS LONG AS HE FOLLOWS MY ORDERS, IT DOES NOT MATTER WHAT HIS PERSONAL FEELINGS ARE!

HE HAS AMBITIONS... DANGEROUS AMBITIONS. HE MUST BE SHOWN HIS PLACE.

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ELSEWHERE...

THE NERVE! INSTRUCTING *ME* TO SET UP SOME DRUG SALE! I THOUGHT THE KINGPIN HAD ALL BUT CURTAILED HIS ACTIVITIES IN THAT AREA!

AND WHAT'S WORSE, HE DIDN'T EVEN DEIGN TO SPEAK TO ME HIMSELF-- INSTEAD, I GOT A CALL FROM HIS SUPER-POWERED FLUNKY, THE ANSWER.

THIS WAS OBVIOUSLY A WAY OF REINFORCING HIS POSITION AS MY SUPERIOR.

LET HIM HAVE HIS WAY FOR NOW. IF MY PLANS COME TO FULL FLOWER *THE ROSE* WILL SOON RUN THE KINGPIN'S ORGANIZATION.

JOHNSTON, THE RADIO-PHONE!

RIGHT HERE, BOSS!

THE ROSE MAKES THE FIRST IN A SERIES OF CALLS WHICH WILL SET THE KINGPIN'S PLAN IN MOTION...

A FEW HOURS LATER, IN ANOTHER PART OF THE CITY, THE ALIEN STUFF OF SPIDER-MAN'S NEW COSTUME CONTINUES TO PUT HIM THROUGH HIS PACES--

--WITHOUT ROUSING HIM FROM HIS SLUMBER!

AND, SOMEWHERE IN A DIMLY-LIT HALLWAY...

SO YOU SAY THERE'S A HUGE HEROIN DEAL GOING DOWN ON THE DOCKS ON THE WEST SIDE?

THAT'S THE WORD ON THE STREET, CAT.

THAT SOUNDS JUST LIKE THE SORT OF ACTION THAT WOULD ATTRACT CLOAK AND DAGGER!

AND, IN THE SEWERS BENEATH THE CITY, A COLD MECHANICAL FORM LURCHES FORWARD-- DRAWN INEXORABLY TOWARDS A LIGHT HE CANNOT SEE--

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--A LIGHT JUST BEGINNING TO GLOW ON THE HARD CEMENT YARD OF P.S. 173...

I TELL YA I'M STARTIN' TO FEEL IT BAD, FAST EDDIE!

EASY, BOBBIE. I NEED A FIX AS BAD AS YOU DO, BUT WE GOT NO COIN!

OUR BEST BET IS TO WAIT FOR AN EASY MARK TO COME BY AND HIT ON 'IM FOR SOME CASH?

-- 'CAUSE I HEAR THAT THE HORSE TRAIN IS PULLIN' INTO TOWN FOR ANYONE WITH THE MONEY TO BUY A TICKET.

WHY IS THAT, STREET-SCUM?

HUH? WHERE'D YOU COME FROM?!

EVEN AS CLOAK & DAGGER STEP FROM THE DARK DIMENSION THAT COMPRISES CLOAK'S BODY, SILVERMANE REACTS-- THE LIGHT IS NEARER NOW!

IN A MINDLESS FRENZY, THE UNDEAD CREATURE SCRABBLES TOWARDS THAT LIGHT, METAL FEET AND FISTS SMASHING PURCHASE IN THE DANK WALLS.

HE MUST HAVE HIS LIGHT.

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WHILE ABOVE...

SO YOU WANT SOME DOPE--HEH-HEH--ON THE DOPE DEAL THAT'S GOIN' DOWN? SURE--FOR THE PRICE OF A FIX YOU *GOT* IT!

INSOLENT SWINE! YOU'LL GLADLY PART WITH THE INFORMATION ONCE YOU'VE FELT THE COLD EMBRACE OF MY CAPE...

NO, CLOAK--DON'T! YOUR HUNGER IS GROWING--YOU MIGHT NOT BE ABLE TO RELEASE THEM.

LET ME USE MY LIGHT KNIVES INSTEAD.

TAKE *THESE* IN PAYMENT FOR YOUR INFORMATION!

THOUGH THE STRAIN IS ALMOST MORE THAN SHE CAN BEAR, SHE LETS HER GLIMMERING LANCES OF LIGHT FLY TRUE TO THEIR TARGETS--

--AND STRIKE HOME!

WHAT'S SHE *DOIN'* TO US?

THESE THINGS HURT! THEY MAKE ME FEEL SO *COLD*...

BUT IN A MOMENT...

HEY! THE MONKEY'S OFF MY BACK! I CAN FEEL IT!

YEAH! I FEEL LIKE I WON'T EVER NEED A FIX AGAIN!

OKAY, LADY! YOU EARNED IT! THERE'S SUPPOSED TO BE A BIG SHIPMENT OF STUFF COMIN' INTO THE WEST SIDE PIERS LATE TONIGHT! THAT'S ALL WE KNOW.

IT IS ENOUGH. BUT THE STRAIN OF CLEANSING THEM BRINGS THE WEAKNESS OVER ME AGAIN, STRONGER THAN EVER, CLOAK--MY LIGHT IS DIMMING.

FEAR NOT, DAGGER. I'LL TAKE YOU FROM THIS PLACE!

BUT, LOW AS YOUR LIGHT IS, I DARE NOT TRUST YOU TO THE FROSTY FOLDS OF MY FLOWING CAPE FOR TOO LONG!

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WE WILL TRAVEL BUT A SHORT DISTANCE SO AS NOT TO DRAIN YOU FURTHER!

TH-THEY'RE GONE! BUT HOW-?!

YOW! THE GROUND IS SHAKING--*CRACKING!*

DID *THEY* DO THIS, OR...

EVEN AS THE LAST OF DAGGER'S LIGHT SLOWLY FADES WITHIN THE FOLDS OF CLOAK'S CAPE, THE ANSWER TO FAST EDDIE'S UNFINISHED QUESTION...

...BECOMES APPARENT!

WHAT'S *THAT?!*

I DUNNO, BUT I AIN'T WAITING AROUND TO FIND OUT!

IT STOPPED MOVIN'! LET'S BEAT IT BEFORE IT STARTS UP AGAIN!

BUT NOW, WITH DAGGER'S DISAPPEARANCE INTO THE DARK DIMENSION, SILVERMANE'S PURPOSE IS DISSIPATED.

HE STANDS--WAITING. WAITING FOR THE LIGHT TO SHINE ONCE MORE!

WHILE IN THE CHELSEA DISTRICT...

... A DARK AND SILENT FIGURE COMES FULL CIRCLE, RETURNING TO THE BUILDING FROM WHICH HE BEGAN HIS NIGHTTIME SORTIE.

RETURNING PETER PARKER TO HIS BED, THE COSTUME SLINKS FROM HIM, CONTENT IN ITS NIGHT'S WORK.

IN A MOMENT, IT HAS DRAPED ITSELF ONCE AGAIN ON ITS CHAIR AND ALL IS AS IT WAS.

THAT'S WHEN PETER PARKER AWAKES WITH A START!

NO!

WHEW! ONE OF THOSE NIGHTMARES AGAIN! NO WONDER I HAVEN'T BEEN SLEEPING WELL LATELY!

I'M SO BUSHED RIGHT NOW I FEEL LIKE I HAVEN'T SLEPT AT ALL!

WAIT! I REMEMBER. I WAS GONNA LOOK FOR CLOAK AND *DAGGER*!

YEAH, DAGGER! SHE'S THE ONE WHO CAN HELP STOP THE MENACE OF SILVERMANE, I'M ALMOST *SURE* OF IT!

GOT TO GET OUT AND FIND HER! AND HERE COMES MY FAITHFUL COSTUME, OBEYING MY MENTAL COMMAND!

I'D BETTER CALL FELICIA AND SEE IF SHE WANTS TO JOIN ME AS THE BLACK CAT. IF I DIDN'T, SHE'D NEVER SPEAK TO ME AGAIN!

THAT'S FUNNY-- THERE'S NO ANSWER AT HER PLACE! SHE PROMISED ME SHE WOULDN'T TRY AND TACKLE SILVERMANE ALONE! WHERE COULD SHE BE?

WELL, I'LL CHECK IN WITH HER LATER. RIGHT NOW THERE'S A CITY THAT NEEDS SOME PROTECTION!

IF ONLY I DIDN'T FEEL SO DARNED TIRED!

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SEEMS LIKE EVERY-THING I TRY TO DO LATELY GETS ALL BALLED UP! CAN'T EVEN SEEM TO SLEEP PROPERLY

I'M SURE MY LIFE WOULD WORK A LOT MORE SMOOTHLY IF ONLY I DIDN'T HAVE TO GO OUT AND PLAY *HERO* ALL THE TIME!

YEAH! A NICE, ORDINARY EXISTENCE, THAT'S THE TICKET!

WHILE, IN THE REALM OF "NICE, ORDINARY EXISTENCE"...

OH, SHA SHAN, IT ISN'T RIGHT FOR YOU TO SPY ON FLASH THIS WAY! HE MUST HAVE HIS REASONS FOR SNEAKING OUT WITHOUT TELLING YOU...

MORNING, FLASHER, OL' BOY!

YOU SURE YOU WANT TO GO THROUGH WITH THIS, THOMPSON? COULD BE DANGEROUS!

YOU GOT GUTS, FLASH! WE CAN USE A MAN LIKE YOU IN OUR ORGANIZATION.

YEH! I'M SURE!

?

AND IN THE HOME OF HARRY AND LIZ OSBORN...

HARRY, I CAN'T WAIT FOR OUR BABY TO BE BORN.

ME TOO, LIZ!

I CAN'T BEAR TO TELL HER THAT WITH THE BUSINESS TROUBLES I'VE BEEN HAVING, WE MAY NOT BE ABLE TO AFFORD THIS BABY.

BUT WHAT CAN I DO--?

AND AT THE FOREST HILLS HOME OF PETER'S AUNT...

FACE IT, MAY, WE'RE JUST NOT MAKING ENOUGH MONEY TO KEEP THIS PLACE ABOVE WATER.

I KNOW, NATHAN. BUT THE WHOLE IDEA WAS TO GIVE OUR FRIENDS A CHEAP ALTERNATIVE TO THE OLD FOLKS HOME. WE CAN'T TURN THEM OUT INTO THE STREET!

AND AT THE OFFICES OF THE DAILY BUGLE...

I'M SO LONELY FOR NED SINCE HE WENT ON SPECIAL ASSIGNMENT FOR THE PAPER! THIS ISN'T THE WAY MARRIAGE IS SUPPOSED TO WORK!

J. ROBER
EDITOR-IN-

BETTY LEEDS

I DON'T KNOW, I JUST DON'T KNOW...

AM I DOING A GOOD JOB AS EDITOR-IN-CHIEF? IT SEEMS I'M SURLY ALL THE TIME, SNAPPING AT THE WHOLE STAFF!

MAYBE IT *IS* TOO BIG A JOB FOR ME! MAYBE I JUST CAN'T CUT IT!

WHILE, IN THE PUBLISHER'S OFFICE OF THE SELFSAME BUILDING...

DON'T KNOW WHEN I'VE FELT THIS GOOD! TURNING THE EDITORIAL REINS OVER TO JOE ROBERTSON WAS THE BEST MOVE I EVER MADE!

WELL, *SECOND* BEST COUNTING THE DECISION I *JUST* MADE!*

OKAY. NOT *EVERYONE* CAN BE MISERABLE.

*FOR THE SECRET OF JONAH'S BIG DECISION, SEE THE **AMAZING SPIDER-MAN ANNUAL** #18, ON SALE THIS AUGUST--DANNY.

YEAH, ORDINARY FOLKS DON'T KNOW HOW EASY THEY HAVE IT!

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STILL NO SIGHT OF EITHER DAGGER OR SILVERMANE.

I GUESS IT WAS A LONG SHOT TO HOPE THAT BY SWINGING AROUND MANHATTAN I MIGHT ACCIDENTALLY GET CLOSE ENOUGH FOR ONE OF 'EM TO CAUSE A TINGLE IN THE OL' SPIDER-SENSE.

AND I'M SO TIRED! SURE WOULD BE NICE IF I COULD JUST LET MY FINGERS DO THE SWINGING--AS THEY USED TO SAY IN THOSE OLD YELLOW PAGES COMMERIALS!

HEY, MAYBE THAT *IS* THE ANSWER!

TELEPHONE

LUCKILY, I CARRY A DIME FOR EMERGENCIES JUST LIKE THIS!

EVEN AS HIS FINGERS PLAY ACROSS THE BUTTONS OF THE PHONE, HIS MASK AUTOMATICALLY OPENS TO ALLOW HIM TO SPEAK IN THE UNMUFFLED VOICE OF--

PETER PARKER! FANCY HEARING FROM YOU. HAVEN'T SEEN YOU SINCE WE WORKED THAT SANTIAGO STORY TOGETHER*.

HAVE I HEARD ANYTHING ABOUT A BIG GANGLAND DRUG DEAL?

MATTER OF FACT THE RUMOR-MILL WAS CRANKING PRETTY GOOD TONIGHT. SOMETHING ABOUT A BIG SHIPMENT COMING IN ON THE WEST SIDE DOCKS.

*BACK IN MARVEL TEAM-UP #141--DANNY.

DOUBT IT'LL GO DOWN THOUGH. WORD'S ALL OVER TOWN--LIKE SOMEONE *WANTED* IT TO GET OUT!

SURE. ANY TIME BEN URICH CAN BE OF HELP! AND, NOW, YOU OWE ME ONE.

WELL, IT'S A PRETTY SLIM LEAD, BUT IT'S MY ONLY SHOT! AND DUBIOUS OR NOT, IT SOUNDS LIKE THE KIND OF DEAL THAT WOULD ATTRACT CLOAK AND DAGGER IF THEY HEARD ABOUT IT!

SO OVER TO THE DOCKS I GO!

IF HE COULD BUT BE AT HIS DESTINATION THAT VERY INSTANT, SPIDER-MAN WOULD GAIN A GREAT DEAL OF INSIGHT AS TO WHY THIS PARTICULAR DRUG TRANSACTION IS SO WELL-PUBLICIZED!

OKAY, BOSS. IF THAT'S THE WAY YOU WANT IT!

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THAT *IS* THE WAY I WANT IT!

THE BUYER WILL BE HERE SOON! JUST CONTINUE TO UNLOAD THE HEROIN... AND BE READY WHEN HE ARRIVES.

SURE! BUT I DON'T LIKE HAVIN' TO WAIT! IT'S BETTER WHEN YOU CAN MAKE YOUR SALE FAST AND GET OUT!

ARE YOU QUESTIONING THE ROSE'S ORDERS?

NO, BOSS IT'S JUST--

THAT WILL BE ALL!

JOHNSTON, VARLEY, IT'S TIME WE WERE GOING!

RIGHT, BOSS.

WHERE TO?

JUST OUT OF SIGHT OF THOSE MEN. I DON'T KNOW WHAT THE KINGPIN HAS IN MIND -- BUT THIS IS NO WAY TO RUN A DRUG SALE!

IT'S AN ELABORATE PLOY OF SOME KIND, AND I'D LIKE TO LEARN MORE.

I TELL YA THIS JUST AIN'T KOSHER! NOBODY SETS UP A DEAL TO MOVE A HUNDRED POUNDS OF PURE HORSE, THEN LEAVES IT SITTIN' OUT IN THE OPEN!

YOU'RE RIGHT, PHIL.

Y'KNOW, MAYBE I'M JUST GETTING SPOOKED, BUT I COULD SWEAR SOMEONE WAS WATCHIN' US!

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AND INDEED...

LOOKS LIKE MY SOURCES WERE RIGHT! THERE *IS* SOMETHING GOING ON HERE. I SURE HOPE DAGGER *DOES* SHOW UP!

I'LL GRAB HER FIRST! THAT'LL TEACH SPIDER TO GO SNEAKING OFF WITHOUT HIS CAT.

BEN URICH, REMIND ME TO KISS YOU NEXT TIME I SEE YOU! JUDGING BY THE WAY MY SPIDEY-SENSE IS TINGLING, I'VE STRUCK PAYDIRT.

I'LL JUST TAKE A VANTAGE POINT ON THIS WAREHOUSE ROOF AND WAIT TO SEE WHAT DEVELOPS!

AH! THE KINGPIN'S PLAN GOES WELL. ALL THE SUPPORTING CAST IS PRESENT--

--NOW WE NEED BUT AWAIT THE ARRIVAL OF THE PRINCIPALS!

EVEN AS THIS THOUGHT CROSSES THE ANSWER'S MIND, THERE IS A STIRRING IN THE SHADOWS...

A DARKER SHADE SEEMS TO CONGEAL WITHIN THE DARKNESS--

--ACCOMPANIED BY FAINT BUT PURE WHITE LIGHT.

CLOAK & DAGGER HAVE ARRIVED.

OH, CLOAK, I'M TOO WEAK. I SHOULDN'T HAVE FED YOU THE LIGHT WE NEEDED TO TRAVERSE THE DARK DIMENSION.

FEAR NOT, GENTLE DAGGER. I'LL STOP THESE DEALERS IN HUMAN SUFFERING ALONE!

BUT *YOU* MUST BE WEAKENED, TOO.

YES, BUT THERE IS LIGHT *ENOUGH* TO BE HAD--

--IF ONE KNOWS WHERE TO *LOOK!*

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BEWARE, VERMIN! CLOAK IS UPON YOU, AND THE COST OF RESISTANCE IS YOUR MORTAL SOULS!

WHA-?! LOOK OUT!

HEY, IT'S THAT *CLOAK* GUY WE HEARD ABOUT. HE'S SUPPOSED TO BE A HOLY TERROR!

THAT RIGHT? HE DON'T LOOK SO TOUGH TO *ME!*

YEAH, HE LOOKS REAL UNSTEADY-- LIKE HE'S HURT! LET'S *TAKE* HIM!

FOOLS! IT'S TRUE I AM WEAKENED--

--BUT I CAN REPLENISH MY STRENGTH BY FEEDING ON YOUR VERY LIGHT!

AIIEEEEE! HIS CAPE--

IT'S SWALLOWING US UP! SUCKING US INSIDE...

AND IT'S SO *COLD*-- SO VERY COLD!

BUT, BEFORE CLOAK CAN FINISH ENGULFING THE THUGS...

CLOAK, *NO! YOU MUSTN'T!* IF YOU TAKE THEM NOW, WITH YOUR HUNGER SO GREAT UPON YOU--

--YOU'LL *NEVER* RELEASE THEM!

I STILL HAVE A LITTLE LIGHT LEFT! TAKE MINE!

NO! STAY BACK! I'LL LET THEM GO-- BUT DON'T SACRIFICE ALL YOUR LIGHT TO SAVE ME, DAGGER!

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DAGGER? THAT'S *HER!*

DAGGER!

SO *THAT* IS DAGGER!

DAGGER, COME WITH ME!

WHAT?! SPIDER!

GRAB THE SNOW QUEEN-- IT'S THE ONLY WAY TO GET CLOAK TO LAY OFF US!

WHAT'S THE BLACK CAT DOING HERE? AND WHY IS MY SPIDER-SENSE SUDDENLY TINGLING MORE STRONGLY?

DAGGER, LOOK OUT! YOU'RE IN--

EEEEEEEEEEEE

--DANGER!

KA-THOOM!

SILVERMANE!

BUT YOU'RE *DEAD!* HOW--?!

EVEN IF THE GLEAMING BIONIC FORM HAD THE ABILITY TO RESPOND--AND THE INCLINATION--THERE WOULDN'T BE TIME, AS--

SILVERMANE?! HE MUST BE BACK IN THE RACKETS--AND AFTER OUR DRUG SHIPMENT! STOP HIM!

CAREFUL, THOUGH HE LOOKS DANGER--

--OOF!

SILVERMANE! SOMEHOW HE MUST BE THE CAUSE OF DAGGER'S POWER DRAIN! WE MUST STOP HIM, SPIDER-MAN!

I TRIED ONCE AND ALMOST GOT KILLED FOR MY TROUBLES! ANY SUGGESTIONS?

WHILE YOU'RE BUSY MAKING PLANS HE COULD KILL THAT GIRL! I'M GOING TO *TAKE* HIM!

CAREFUL! DAGGER MUST NOT BE HARMED!

CAT, NO! YOU *PROMISED* YOU WOULDN'T TACKLE HIM ALONE!

PROMISES ARE MADE TO BE BROKEN, LOVER.

YOU OUGHT TO KNOW *THAT!*

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STAND BACK, BOTH OF YOU! I SENSE THAT THIS COLD METALLIC MONSTER SEEKS DAGGER'S LIGHT!

IF YOU PROVOKE HIM, HE MIGHT SOMEHOW DRAIN HER OF HER VERY LIFE!

LET ME CONFRONT HIM!

PERHAPS I CAN USE MY CAPE TO CONFOUND--THEN CAPTURE HIM!

WHILE, WATCHING THIS TABLEAU FROM HIS HIDDEN VANTAGE POINT...

AH, I SUSPECTED THERE WAS MORE HERE THAN A SIMPLE DRUG OPERATION.

IF THE "CORPSE" OF SILVERMANE CAN HOLD THESE SUPER-POWERED BEINGS AT BAY--

--THINK WHAT HE MIGHT ACHIEVE UNDER *MY* INFLUENCE!

DAGGER SEEMS TO BE THE KEY! GET HER FOR ME!

ER... SURE, BOSS!

I DON'T LIKE THIS, JOHNSTON!

ME NEITHER, VARLEY-- BUT WE CAN'T DISOBEY THE ROSE! C'MON!

HMM. ADMIRABLE CONTROL THE ROSE HAS OVER HIS UNDERLINGS. I MUST MENTION IT TO THE KINGPIN!

BUT TO THE BUSINESS AT HAND!

I AM BEGINNING TO GLEAN THE NATURE OF DAGGER'S POWER--

--AND UNLESS I AM MISTAKEN, SHE MAY BE THE... ANSWER TO MORE THAN JUST THE DIFFICULTY WITH SILVERMANE!

SHE MAY BE THE SOLUTION TO THE AFFLICTION WHICH AFFECTS THE KINGPIN'S WIFE! I MUST CONTACT HIM--SEE IF THIS REVELATION CHANGES HIS WISH THAT I NOT INTERFERE!

THE ROSE'S MEN--ARE THEY ATTACKING THE CAT...?

GET HER, JOHNSTON!

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CAT, LOOK OUT!

SPIDER--WHAT--?!

THINKING THE ROSE'S HENCHMEN MEAN TO HARM HIS LADY-LOVE, SPIDER-MAN LEAPS TO INTERCEPT THEM...

BUT...

YOWF!

WHAM!

OF ALL THE ROTTEN LUCK! I CAN'T BELIEVE I HIT YOU, TOO!

SORRY, CAT! I MUST BE EVEN MORE TIRED THAN I THOUGHT!

NEVER MIND THAT NOW-- WE'VE GOT TO HELP DAGGER! LOOK!

CLOAK IS TRYING TO FREE HER FROM SILVERMANE'S GRIP!

IN A MOMENT, A BIZARRE TUG OF WAR ENSUES, AS ALL CONCERNED STRIVE TO POSSESS THE STRUGGLING GIRL!

LET HER GO!

YEAH! WE'VE GOT HER, SPIDER!

OH, NO! PLEASE! THIS IS TORTURE!

RELEASE HER, YOU FOOLS! I HAVE HER!

21

SUDDENLY, SWOOPING DOWN FROM HIS PERCH, THE ANSWER STRIKES!

NO! THE GIRL IS MINE!

AS I PREDICTED --THE KINGPIN INSTRUCTED ME TO BRING HIM DAGGER IMMEDIATELY -- REGARDLESS OF THE CONSEQUENCES!

THE ANSWER! GOT TO SNARE HIM WITH MY WEBBING!

PWIP

NO! HE'S FLOWN TOO FAR AWAY!

WE GOT NO CHANCE AT THE GIRL, NOW! BUT, WE CAN'T GO BACK TO THE ROSE EMPTY HANDED!

YEAH, LET'S GRAB THE HEROIN AND SPLIT!

FOUL FELONS! CAN YOU THINK OF NAUGHT BUT YOUR FILTHY DRUGS AT A TIME LIKE THIS?

I MUST PURSUE DAGGER! BUT DESPITE THE ENERGY SHE GAVE ME, I WILL NEED STILL *MORE* LIGHT TO SUSTAIN ME AS I TRAVEL THROUGH THE DARK DIMENSION--

--YOUR LIGHT!

BUT WAIT, EVEN AS I ENFOLD THEM IN MY CAPE, SILVERMANE ENTERS MY DARK-NESS AS WELL!

BUT WHY--? WHAT POSSIBLE REASON--?

NO MATTER! I WILL TAKE HIM--AND *HIS* LIGHT AS WELL!

CAN'T LET THEM LEAVE US HIGH AND DRY--GOT TO TRY AND GET A SPIDER-TRACER ON SILVERMANE BEFORE THEY'RE--

--GONE! *BLAST*, I WAS A SPLIT-SECOND TOO LATE!

NOW I'VE LOST THEM--

--AND *DAGGER!*

AND THE CITY WILL PAY FOR MY MISTAKE!

NEXT: THE FINAL ANSWER!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

IRON MAN®

HI, KIDS! MY NAME'S *BLACKLASH!*

I'M MEAN...

I'M CRAZY...

...AND I'M COMING TO *YOUR* HOUSE!!

Greg/Ed B—

Stan Lee PRESENTS: SPIDER-MAN™ AND IRON MAN!™

TONY ISABELLA WRITER | GREG LAROCQUE PENCILER | MIKE ESPOSITO INKER | DIANA ALBERS LETTERER | BOB SHAREN COLORIST | DANNY FINGEROTH EDITOR | JIM SHOOTER CHIEF

DO NOT BE MISLED BY THE EBON-SUITED FIGURE YOU SEE LEAPING FROM VEHICLE TO VEHICLE AS HE STRIVES TO CATCH A PLANE LEAVING, IN MERE MINUTES, FROM NEW YORK'S LAGUARDIA AIRPORT...

I LOVE NEW YORK!

SO WHY AM I GOING TO CLEVELAND?!

BE IMPRESSED, IF YOU WILL, BY HIS UNIQUE MANNER OF LOCOMOTION, SO IN CONTRAST TO THE LEADEN PROGRESSION OF THE TRAFFIC IN THE CLOGGED ROADWAY. BUT DO NOT BE MISLED.

RID

KILLS PESTS

DEBBY

FOR THOUGH HE IS A MIGHTY SUPER-HERO, SPIDER-MAN BY NAME AND NATURE...

THIS IS NOT A STORY ABOUT SUPER-HEROES.

NO, THIS IS A STORY, AN EXAMINATION, IF YOU WILL, OF THE SUPER-HERO'S OPPOSITE NUMBER...

...THE SUPER-VILLAIN.

WHOOPS! ALMOST MISSED MY EXIT!

THINK I'LL LET MY FRIENDLY NEIGHBORHOOD TRANSIT AUTHORITY TAKE ME THE REST OF THE WAY.

THE TYPICAL PETER PARKER LUCK IS IN FINE FORM TODAY. I'M GONNA MAKE MY FLIGHT AFTER ALL!

SHEESH! SENT TO CLEVELAND BY THE DAILY BUGLE! HOW WAS I TO KNOW THE COMPOSING ROOM WOULD RUN *THAT* PHOTO OF JAMESON?

I MEAN, HE'S *THEIR* PUBLISHER, TOO!

YOU'RE CONFUSED. DESPITE THE DISCLAIMER, YOU'RE NOW LOOKING AT YET **ANOTHER** SUPER-HERO--THE INVINCIBLE IRON MAN--AND HIS PARTNER, MORLEY ERWIN...

CALM DOWN, MORLEY.

EVEN THOUGH WE HAD TO GO BACK FOR THOSE NOTES YOU FORGOT, WE'LL MAKE OUR FLIGHT. NO SWEAT.

HEY, AS LONG AS WE DON'T HAVE TO TRAVEL ALL THE WAY THERE *THIS* WAY, I'LL BE FINE!

REST ASSURED, ALL OF THESE INDIVIDUALS WILL HAVE A PART TO PLAY IN OUR STUDY OF THE SUPER-VILLAIN...

...OR MORE PRECISELY, A SUPER-VILLAIN.

LIGHTEN UP, PARKER. AT LEAST THE CONVENTION ITSELF SHOULD BE INTERESTING.

SEE, MORLEY--WE MADE IT.

I'M JUST A LITTLE NERVOUS, JIM.

THE CONVENTION WILL OFFER A FINE OPPORTUNITY TO MAKE IMPORTANT CONTACTS FOR OUR BUDDING ELECTRONICS COMPANY, JIM--

--WHICH IS A LUCKY THING. OUR TRIP BACK HERE TO NEW YORK FROM OUR NEW CALIFORNIA BASE WAS A REAL *BUST* IN THAT DEPARTMENT!

THE PLAYERS FROM BOTH COASTS ARE IN MOTION. NEXT STOP...

2

...THE MIDWEST.

HOMETOWN BOY

26th ANNUAL CONVENTION OF ELECTRONICS ENGINEERS AND INNOVATORS CLEVELAND, OHIO

EH? MY SPIDER-SENSE SUDDENLY STARTED TINGLING! BUT WHAT KIND OF DANGER COULD BE SETTING IT OFF?

I HAVEN'T SEEN SO MUCH AS A *PICKPOCKET* WORKING THIS CROWD!

BLAST!

I WAS HOPIN' TO MAKE A FEW CONTACTS HERE, MAYBE EVEN SCORE AN ENGINEERING OR DESIGN JOB WITH SOME OUTFIT...

BUT EVEN THE SUITS WHO *DON'T* KNOW I HAVE A RECORD WON'T GIVE ME THE TIME A' DAY!

THE JERKS!

AS *BLACKLASH*, I COULD TEAR THIS JOINT APART AND DUMP THE PIECES ON THEIR SMUG LITTLE HEADS!

3

DANGEROUS THOUGHTS, DANGEROUS EMOTIONS...FROM A VERY DANGEROUS MAN, WHO IS...

...THE SUBJECT OF OUR STORY.

WHAT'S THE USE OF TRYIN'? BLACK-LASH OR MARK SCARLOTTI--

--NOBODY'S GONNA GIVE ME A *BREAK!*

NOW *THAT'S* WEIRD--THE BUZZING IS ALREADY WANING! WHAT WAS IT WARNING ME OF... THE ONE-MINUTE MENACE?!

IT'S TIMES LIKE THIS I WISH THE OL' SPIDER-SENSE WAS JUST A SMIDGEN MORE SPECIFIC!

LOST IN THE DISTANCE, HIS RAGE SUBSIDING AS SUDDENLY AS IT ERUPTED, SCARLOTTI MOVES FURTHER FROM A CONFUSED PETER PARKER...

I THOUGHT I COULD HOOK UP WITH THE CINCY BRANCH OF STANE INTERNATIONAL. I WORKED THERE WHEN IT WAS STILL OWNED BY TONY STARK.

BUT THE CREEPS I USED TO WORK WITH WARNED THE NEW BOSSES ABOUT ME.

THEIR LOSS. I'M JUST AS HOT A SCIENTIST AS ANYBODY ELSE AT THIS FLASHY SHINDIG.

ALL I NEED IS A LOUSY CHANCE TO PROVE IT!

WELL, WELL, THE RUBBERNECKS GATHER.

MAYBE I SHOULD TAKE A LOOK-SEE...

MAKE SOME ROOM, FELLA. YOU AIN'T THE ONLY ONE IN THE AUDI ≡GULP≡

OHMIGOD...WHAT'S *HE* DOIN' HERE?

HAIRBALL.

CLOD.

AH...HI THERE. I'M...ER... DELIGHTED TO WELCOME YOU TO THIS EXHIBITION ON BEHALF OF MYSELF AND MY PARTNER...

4

"I DON'T BELIEVE IT! *IRON MAN* SHILLIN' FOR SOME DINKY LITTLE SILICON VALLEY DESIGN OUTFIT! GUESS I AIN'T THE *ONLY* HOT SHOT AROUND HERE WHO'S SEEN BETTER DAYS!

"AT LEAST HE DOESN'T RECOGNIZE ME.

"YEAH, OL' TIN-BRITCHES SCREWED UP THOSE BETTER DAYS FOR ME... GOING BACK TO MY FIRST WEEKS WITH THE MAGGIA. I WAS CALLED *WHIPLASH* THEN!

"EVEN WHEN I IMPROVED MY WEAPONS AND CHANGED MY TAG TO BLACKLASH, HE KEPT GETTIN' IN MY *WAY!*

BUT THE LAST TIME WE FOUGHT WAS THE ABSOLUTE *WORST!*

HE BEAT ME--*BAD*-- AND DUMPED ME ON THE MOB LIKE A BLASTED SACK OF POTATOES!

THEY WROTE ME OFF ON THE SPOT!

THIS COULD BE MY CHANCE TO GET RIGHT WITH THE MAGGIA! THE *LAST* THING GOLDEN BOY THERE IS EXPECTIN' HERE IN CLEVELAND IS AN ATTACK BY ONE OF HIS OLD ENEMIES!

YEAH... TRASHIN' IRON MAN COULD PUT ME IN SOLID WITH THE BIG BOYS AGAIN. EXCEPT FOR ONE THING...

I COULD BE THE TRASHEE.

CLEVELAND CONVENTION CENTER

Cleveland THE SUPER CI

WHO AM I KIDDIN'? IRON MAN'S CLOBBERED ME EVERY TIME WE'VE FOUGHT! I JUST AIN'T IN HIS *LEAGUE!*

WHAT A *DUMB* IDEA.

5

TIME TO CALL IT A DAY--TOO TIRED TO GLAD-HAND A BUNCH OF STIFFS WHO WON'T GIVE ME A JOB ANYWAY.

I'LL GO SEE IF ANYTHING'S SHAKIN' OVER IN LITTLE ITALY. MAYBE I'LL TRY MY LUCK HERE AGAIN TOMORROW.

MAYBE I WON'T.

"YEAH, SO WHAT? BIG DEAL CONVENTION. WHO CARES?

PARKER...I WANT YOU TO MEET ***LAWRENCE EIBEN*** HE'LL BE RECEIVING THIS YEAR'S SPECIAL AWARD.

THE COMPUTER EXPERT WHO HELPED BREAK UP THAT MAGGIA ***"HACKING"*** RING, RIGHT? IT'S A REAL PLEASURE, SIR.

THANK YOU, YOUNG MAN.

BUT I'M HARDLY THE HERO I'M MADE TO APPEAR. MY CONCERN ABOUT ***DATA THEFT*** NATURALLY LED ME TO ASSIST OUR GOVERNMENT IN THE MATTER.

AND, NEARBY...

I'M REALLY SORRY, JIM. BUT WE CAN'T AFFORD TO REFUSE THE HEAD OF A MAJOR MANUFACTURING CONCERN WHO WANTS TO MEET OUR "SPOKESMAN."

GREAT! THIS CITY'S GOT SOME OF THE MIDWEST'S BEST JAZZ CLUBS, AND I'VE GOT TO PLAY "IRON MAN" ALL NIGHT.

JIM RHODES IS DEPRESSED.

BOY, SOME TRIUMPHANT RETURN THIS TURNED OUT TO BE! MY FIRST TIME BACK SINCE COLLEGE ... AND DO I RETURN THE HOMETOWN HERO?

NAW... I COME BACK THE EX-CONVICT SO TAPPED OUT HE'S GOT TO TAKE THE BLASTED ***BUS*** EVERYWHERE!

I THOUGHT COMIN' BACK TO WHERE I STARTED WOULD GET MY LIFE GOIN' IN A WHOLE NEW DIRECTION. WOTTA LAUGH!

NOBODY'S GOT ANY USE FOR ME--

--NOT EVEN MY OWN ***PARENTS!***

SCARLOTTI BAKERY
FINE BREADS AND PASTERIES

I GOTTA TRY AGAIN.

MAYBE ***THIS*** TIME...

6

MOM?

PLEASE, DEAR GOD, DON'T MAKE ME GO THROUGH THIS AGAIN!

HOW MANY *TIMES* DO I HAVE TO BREAK MY SON'S HEART?

YOU KNOW YOU SHOULDN'T BE HERE. YOUR FATHER...

YOUR FATHER WANTS NOTHING TO DO WITH YOU.

HE WON'T EVEN *TALK* ABOUT YOU.

YOU'RE ALL I GOT, MOM! CAN'T YOU DO SOMETHING?

CAN'T YOU GET HIM TO GIVE ME A *CHANCE*?

A *CHANCE*? LIKE WHEN THAT MAN WORKED HIMSELF HALF TO DEATH TO SEND YOU TO THAT COLLEGE? HE WAS--*WE* WERE--SO PROUD OF YOUR GRADUATING WITH TOP HONORS.

WE DIDN'T KNOW ABOUT THE "*FRIENDS*" YOU MADE THERE.

NOT UNTIL WE READ THE PAPERS.

THE PLAIN DEAL

LOCAL BOY NABBED AS SUPER-VILLA

I--I WAS EVERYTHING TO THESE PEOPLE--

--AND ALL I'VE DONE IS *HURT* THEM!

MOM, I'M SOR...

NO!

PLEASE, MARK. YOU HAVE TO LEAVE.

YOUR FATHER WILL BE BACK SOON.

7

YOU'RE TURNING ME AWAY!

MARK...

YOU'RE TURNING AWAY YOUR OWN SON!

TO BLAZES WITH POP...

TO BLAZES WITH EVERYTHING...

WELL, THAT WENT REAL WELL. I GOTTA FIND SOMETHING--ANYTHING--TO DO, OR I'LL GO NUTS!

MAYBE I SHOULD GIVE MY BLACKLASH STUFF A SYSTEMS CHECK... JUST IN CASE THE MAGGIA CALLS ME FOR A JOB.

RIGHT.

MAYBE A FEW BEERS'LL CLEAR MY HEAD.

DUFFY'S TAVERN

WRONG MOVE.

HEY... IT'S THE BIG, BAD SUPER-VILLAIN!

WHATCHA DOIN', PUNKO? HIDIN' FROM IRON MAN?

OR ARE THE GIRL SCOUTS AFTER YA NOW?

COME ON... GIVE 'EM A BREAK.

MAYBE I SHOULD DO THE BREAKIN', RUSTY...

ANY TIME, SCARLOTTI.

RELAX, YOU GUYS. BILLY, A COUPLE A' BEERS FOR MY OL' HIGH SCHOOL BUDDY AND ME

LET'S GRAB A TABLE, MARK.

8

DON'T LET THOSE CLOWNS SPOOK YOU, BUDDY. YOU'RE GONNA GET IT TOGETHER.

ALL YOU GOTTA DO IS LEARN TO CONTROL THAT TEMPER OF YOURS!

YEAH...EVERYBODY KNOWS WHAT'S ***BEST*** FOR ME. YOU... MY FOLKS... EVEN THE PRISON SHRINKS...

THEY SAID I WAS MANIC-DEPRESSIVE--GOING FROM FEELING LIKE I WAS KING OF THE WORLD TO SO LOW I WANTED TO DIE!

PUT ***THEM*** IN A CELL AND SEE HOW MUCH FUN THEY ARE!

JERKS.

THEY WERE JUST TRYIN' TO ***HELP!*** LOOK, I GOTTA GET TO WORK... BUT COME TO DINNER TOMORROW. MY BOSS'LL BE THERE, TOO.

MAYBE YOU CAN GET A JOB WITH THE AGENCY.

ME? A SECURITY GUARD? DREAM ON, RUSTY.

BUT THANKS ANYWAY.

TOMORROW, MARK.

MARIE'S A ***GREAT*** COOK.

WHAT A ZERO! PROBABLY JUST THE KIND OF GUY HIS PARENTS ALWAYS ***WANTED*** HIM TO BE!

BLAST HIM.

HEY, SCARLOTTI...

WE DIDN'T HASSLE YOU BEFORE ON ACCOUNT A' RUSTY! BUT ***NOW***, CREEP...

WE WANT YOU ***GONE!***

HUH?

YOU ***HEARD*** 'IM, MEATBALL!

EAT DIRT AND ***DIE***, MORONS!

I'LL LEAVE AS SOON AS I'VE FINISHED MY BEER--

--AND NOT A MINUTE ***BEFORE!***

GOT A ***FLASH*** FOR YOU SPORT...

YOU ***ARE*** FINISHED!

I DON'T BELIEVE THIS IS HAPPENIN'!

HAW! WHATTA WAY YOU GOT WITH WORDS, PHIL!

"YOU ***ARE*** FINISHED!"

YEAH... MAYBE I AM.

A FEW MONTHS AGO, I WAS ON THE *TOP* OF THE HEAP. BLACK-LASH WAS THE MAN. I HAD MONEY, DAMES, THE WORKS. NOW LOOK AT ME--

--CHASED OUT OF A CHEESY NEIGHBORHOOD BAR BY A BUNCH OF TOUGH GUYS!

HOW IN BLAZES DID I SINK SO *LOW*?

MY FAMILY'S DISOWNED ME... I CAN'T GET A JOB IN ELECTRONICS OR ANYWHERE... AND MY ONLY FRIEND IS A ZERO WHO FEELS *SORRY* FOR ME.

I *AM* FINISHED.

BREATHING'S JUST AN UNPLEASANT TECHNICAL-ITY AT THIS POINT--

--AND I CAN DO SOMETHING ABOUT *THAT*.

HEY!

YOU'RE *SCARLOTTI*, RIGHT?

WHO--?

COME *ON*, SUNSHINE. I AIN'T GOT ALL DAY. PARKIN' IN THIS NEIGHBORHOOD IS BAD FOR MY CAR'S FINISH.

ARE YOU SCARLOTTI OR AIN'T YOU?

'CAUSE IF YOU *ARE* THIS SCARLOTTI DUDE...

...SOME PEOPLE I KNOW HAVE A LITTLE JOB FOR YA!

I'M SCARLOTTI.

THEN YOU'RE THE ONE THE *MAGGIA* WANTS!

I USED TO HAVE ONE OF THESE BABIES MYSELF.

HECK, I HAD *THREE* OF 'EM!

NOW LET'S TALK BUSINESS!

10

TWENTY MINUTES LATER...

WHRRRRRRRRRRR

WHAT THE HECK IS THAT--?

WHAKRASH!

TH-THE WALL--!

THE MEATBALL'S BACK, BOYS. EXCEPT *NOW* YOU CAN ALL CALL ME--

BLACKLASH!

MAYBE EVEN "*MISTER* BLACKLASH, SIR"...

NOT THAT IT'LL HELP YOU ANY.

I'M STILL GONNA TURN MY CYBERNETIC WHIP INTO A PAIR OF ELECTRIC NUNCHAKAS--

--AND RIP THIS PLACE TO SHREDS!

HE'S CRAZY! SOMEBODY CALL THE COPS!

THE COPS?!

YOU THINK THE *BLUES* CAN DO ANYTHING AGAINST POWER LIKE--

--THIS!

SHA-KOOM!

POOM! POOM!

HUH? OH...

NICE SHOOTING, BILLY.

BUT THE STEEL MESH IN MY COSTUME HANDLES A LOT WORSE THAN *THAT!*

NOW, WHAT'S GONNA HELP *YOU* IF I DECIDE TO TAKE OFF YOUR *HAND* WITH MY WHIP?

OWWW!

GET THIS STRAIGHT, MAN: BLACKLASH IS *BACK*--

--AND NOBODY'S PUSHIN' ME AROUND *AGAIN!*

KRAK!

DUSTIN' SOME COMPUTER WHIZ THAT CROSSED THE MOB IS JUST FOR *STARTERS!*

KRAK!

NEXT, I'M GONNA SETTLE MY ACCOUNT WITH *IRON MAN*--

KRAK!

KRAK!

--AND ANYBODY *ELSE* WHO EVER DUMPED ON ME!

12

"I'M GONNA SHOW MY OL' HOME TOWN WHAT IT'S ALL ABOUT!"

TOOK THE KIDS TO SEE THE NEW DINOSAUR AT THE MUSEUM LAST WEEK...

YOUNGEST THOUGHT IT WAS A NAKED GODZILLA!

CLEVELAND CONVENTION CENTER

26th ANNUAL CONVENTION OF ELECTR ENGINE

HAW! COME ON, LET'S GO TO THE STADIUM AND GET OUR TICKETS FOR "HATE-THE-YANKEES" NIGHT!

THIS IS A PIECE OF CAKE! WHO CARES IF I GOT THE JOB 'CAUSE THE MAGGIA'S FIRST CHOICE GOT PICKED UP IN PHILLY?

THIS WILL *STILL* PUT ME IN SOLID WITH THE BIG BOYS AGAIN.

HMM... AND THE BIG *GIRLS*, TOO.

THIS AWARD IS BEING GIVEN TO DR. EIBEN NOT MERELY FOR HIS MANY INNOVATIONS IN THE FIELD OF COMPUTER SCIENCE, BUT, MORE IMPORTANTLY, HIS APPLYING THOSE DEVELOPMENTS TO THE NATIONAL GOOD--

--EVEN AT RISK TO HIS OWN SAFETY!

SPEED IT UP, HARRY. I'M A DECENT SCIENTIST, BUT I'M NOT ALBERT EINSTEIN.

BESIDES... MY FEET HURT!

WHAT CRUMMY SECURITY! I COULD HIT THIS GUY IN MY SLEEP!

NO GUARD ON THE STAGE DOOR AND NOTHING BETWEEN ME AND EIBEN EXCEPT...

OH, NO--

"--*RUSTY!*"

GENTLEMEN, I GIVE YOU DR. LAWRENCE EIBEN.

KEEP IT SHORT, LARRY. WE'RE RUNNING OVER.

WHY AM I NOT SURPRISED...?

I'M KINDA GLAD JAMESON GOT TICKED AT ME. THIS CONVENTION HAS BEEN PRETTY INTERESTING.

BUT THE *PHOTOS* I'M TAKING ARE STRICTLY SUNDAY MORNING FILLER!

13

I HADN'T COUNTED ON THIS! RUSTY MAY BE A ZERO, BUT HE NEVER DUMPED ON ME LIKE THE OTHERS!

I *KNOW* HIM-- HE'LL TRY TO STOP ME AND I'LL HAVE TO STOP HIM BACK!

GOTTA FIGURE THIS OUT...

FREEZE IT RIGHT THERE, MISTER!

THAT SETTLES THAT...

EEYOW!

AT LEAST *YOU* CALLED ME "MISTER."

AND SINCE YOU'RE SO RESPECT-FUL--

--I'LL FIND YOU A *SOFT* LANDING PLACE!

=WHUF!=

BLACKLASH? IN CLEVELAND?

=OOF!=

BLAST!

MARK! DON'T MAKE ME SHOOT YOU!

ARRGH!

SZZZK!

YOU NEVER HAD *THAT* OPTION, OLD BUDDY. HAVE A GOOD SNOOZE!

NOW IT'S *YOUR* TURN, EIBEN. BUT FOR YOU--

--I *REALLY* TURN UP THE JUICE ON MY NECROLASH!

GUESS AGAIN, PONYTAIL!

WHO--?

14

ME.

WHAM!

GOOD! ALL THE RUCKUS BROUGHT SHELL-HEAD HERE ON THE DOUBLE! BUT I'D STILL BETTER SLIP AWAY AND SWITCH TO SPIDEY LIKE I WAS GOING TO.

NEVER HURTS TO HAVE A BACK-UP...

IMPRESSIVE...YOU'RE STILL AWAKE. GUESS I HAVE TO GIVE YOU A CHANCE TO SURRENDER. GONNA *TAKE* IT?

HE'S FORGOTTEN THAT MY COSTUME CAN ABSORB THE FORCE OF HIS PUNCH--?

IF HE'S SLIPPED *THAT* BADLY--

--MAYBE I CAN NAIL HIM WITH--

NOT GIVIN' UP, HUH?

K-CHAK!

--*THIS* OLD STAND-BY!

I DON'T BELIEVE THIS JERK! HE DIDN'T EVEN TRY TO DODGE MY LASH! DOESN'T HE *REMEMBER* THAT I CAN CYBERNETICALLY RELEASE IT FROM MY WHIP HANDLE, TRIGGERIN' A BUILT-IN AND SOUPED-UP--

BLIK!

SPIZZ

SPZZ

SPZZT

15

"--CONCUSSION CHARGE!"

PHU-

POW!!

RHODEY'S DOWN--AND DAZED, FROM THE LOOK OF THINGS.

MAYBE I CAN RADIO TO HIS HELMET'S FREQUENCY...

JIM... JIM! CAN YOU HEAR ME? CAN YOU--? I'VE NOTICED SOMETHING CRUCIAL!

CRACKLE! BUZZ!

BLAST! HE'S STILL DIS-ORIENTED--AND THERE'S BAD STATIC, TOO! I DON'T KNOW IF HE *CAN* HEAR ME!

BUT WHILE MORELY FRANTICALLY TRIES TO GET THROUGH TO HIS PARTNER...

IRON MAN'S SUDDENLY IN BIG TROUBLE--

--WHICH MEANS I CAN'T BE DAWDLING ANY LONGER!

SO I'LL JUST CONCENTRATE AND--

-- MENTALLY COMMAND MY CLOTHES TO SHIFT INTO MY NEW QUICK-CHANGING COSTUME!

AND NOW...

16

HIYA, LASH! SORRY TO BUST UP YOUR LITTLE PARTY.

STAND STILL WHILE I PUT YOU UNDER WRAPS, OKAY?

SPIDER-MAN? *HERE?!*

PWIP!

PWIP!

NICE TRY, JUNIOR. BUT I CAN ORDER MY WHIP TO SPIN SO *FAST*--

--IT'LL BLOW THAT STUFF RIGHT *BACK* AT YOU!

YOWP!

I'VE GOT TO HURL MY BO-LASH *FAST* --WHILE SPIDER-MAN IS BUSY DODGING HIS WEBBING--

--AND BRING THAT JOKER *DOWN!*

GOTTA GET AWAY FROM MY WEB-STUFF BEFORE-- *NO!*

INCREDIBLE! BLACKLASH TIMED THAT WHOLE MANEUVER PERFECTLY!

THE WHOLE THING TOOK HIM LESS THAN A SECOND!

STRUGGLE ALL YOU WANT, PAL. THOSE BOLAS ARE GENERATIN' A *HEAVY GRAVITY FIELD* THAT ONCE NAILED YOUR TIN BUDDY TO THE *PAVEMENT*--

--AND THAT WAS *BEFORE* I IMPROVED IT!

NOW TO GET BACK TO *BUSINESS!*

SPIDER-SENSE WENT OFF-- BUT I THOUGHT IT WAS JUST TO WARN ME OF MY OWN WEB-BING... DIDN'T REALIZE HE WAS HURLING A WEAPON AT ME AT THE SAME TIME. HE'S GOT ME!

I CAN BARELY MOVE! AND THOSE SECURITY GUARDS HAVEN'T BEEN ABLE TO GET EIBEN TO SAFETY YET!

GOTTA... KEEP... TRYING!

17

SUDDENLY...

YOU BOUGHT ME TIME TO REGAIN MY BEAR-INGS, WEBS. NOW IT'S MY TURN TO SAVE *YOUR* HASH!

SUCK ON THIS UNI-BEAM BLAST, PONYTAIL!

CHUMF!

UNNGFF!

THAT OUGHTTA KEEP HIM QUIET FOR A BIT! ≡UHN≡ LONG ENOUGH FOR ME TO HELP YOU OUTTA THIS GRAVITY FIELD.

≡MOANN≡

≡UHN≡...THIS AIN'T AS EASY AS IT LOOKS!

TELL ME ≡GASP≡ ABOUT IT!

WORK WITH ME. WE'LL GET YOU LOOSE...

...I HOPE.

BLAST! EIBEN GOT AWAY!

I BLEW IT AGAIN!

SPIZZ

SKIZZ

BUT I CAN STILL SALVAGE *SOMETHING* OUTTA THIS MESS!

WE GOT IT BEAT, SPIDEY!

I CAN CHANNEL ALL THE POWER FROM MY ENERGY GAUNTLETS INTO MY *NECRO-LASH*, HIDDEN INSIDE ONE OF THEM--

--AND THAT'S ENOUGH RAW *FORCE*--

IRON MAN! BEHIND YOU!

18

--TO SLICE IRON MAN INTO PAPER CLIPS!

KA CHAK!

HE'S ACTUALLY... CHIPPING AWAY AT SHELL-HEAD'S ARMOR!

AND I'M..STILL TOO WEAK FROM THAT HEAVY-GRAVITY FIELD...TO DO MUCH ...BUT I'VE GOT TO DISTRACT HIM FROM IRON MAN!

YOU CLOWNS WRECKED MY LAST CHANCE TO GET BACK IN WITH THE MAGGIA!

YOU AIN'T WALKIN' *AWAY* FROM THAT!

OH, NO?

THRAK

JIM! I'VE SPOTTED SOMETHING-- THOSE GAUNTLETS-- THEY'RE GIVING OFF SPARKS!

SO MUCH STATIC! HE CAN HARDLY HEAR ME!

CRACKLE

BUZZ

NO! YOU AIN'T GONNA DO NOTHIN' BUT *DIE!*

SPATZ

SHIZZ

ZZAZZ

HIS *GLOVES*, JIM! THEY APPEAR TO BE MALFUNCTIONING! CONCENTRATE ON *THEM!*

NOW I HEAR YA, MORLEY! THANKS.

CAN BARELY...STAND. BUT WE'VE GOT TO PUT THIS LUNATIC AWAY... BEFORE HE DOES ANY MORE DAMAGE...!

I'VE GOT... ONE GOOD SHOT LEFT IN ME.

AND IF THE GLOVES ARE HIS WEAK SPOT...

NOW!

FRZZZK!

WITH PINPOINT ACCURACY, IRON-MAN'S UNI-BEAM LASER BURSTS FORTH FROM THE MIGHTY ARMOR CREATED BY ANTHONY STARK. AND--

:19

MY GAUNTLETS!

THEY'VE BEEN RUINED BY HIS LASER!

SPIZZ!

SZZAK!

FINISH HIM, WEBHEAD!

JUDGING FROM THAT HORRIFIED LOOK ON YOUR PUSS AS YOU STARE AT YOUR POOR LITTLE FINGERS...

...YOUR COSTUME *IS* YOUR POWER.

HOPE YOU DON'T CATCH *COLDS* EASILY!

RIIIPPP!!!

NO!

IT'S HAPPENING AGAIN!

AGAIN!

AGAIN!

HUH?!

SPIDER-MAN?

WHY WASTE YOUR TIME ON ME?

I'M A ZERO!

I'M *NOTHING!*

THIS ISN'T SOMETHING *WE* CAN HANDLE, IRON MAN.

WE BETTER WAIT HERE UNTIL THEY COME FOR HIM.

20

OUR STUDY OF THE UNFORTUNATE MARK SCARLOTTI NOW NEARS ITS CLOSE.

DRAW WHAT CONCLUSIONS FROM IT YOU WILL.

CLEVELAND JUSTICE CENTER

YOU'RE NOT LISTENING TO ME, SCARLOTTI. HUNDREDS OF PEOPLE *SAW* YOU ATTACK DR. EIBEN AND THE OTHERS YESTERDAY.

AND SINCE YOUR IDENTITY AS BLACK-LASH ISN'T EXACTLY A SECRET--

--THERE'S NO WAY WE CAN EVEN *TRY* PRETENDING THAT IT WASN'T YOU!

ON THE OTHER HAND, I'VE GOT YOUR MEDICAL RECORDS FROM RYKER'S ISLAND-- AND YOU'VE GOT A *DEFINITE* HISTORY OF MANIC-DEPRESSIVE PSYCHOSIS.

I THINK WE MAY BE ABLE TO GET YOU A "NOT GUILTY BY REASON OF INSANITY".

GREAT! HOW AM I EVER GONNA GET A JOB IF YOU HANG A "NUTSO" TAG ON ME? PUBLIC DEFENDER, HA!

WHY DIDN'T YOU CALL THAT NEW YORK NUMBER?

I GOT IMPORTANT FRIENDS IN THE BIG APPLE!

YOU CALL 'EM, THEY'LL SEND ME A HOT LAWYER THAT'D MAKE A KID LIKE YOU DROP HIS BRIEFS!

I *DID* CALL THEM, SCARLOTTI.

THEY SAID THEY DON'T *KNOW* YOU--

--AND THAT IF THEY *DID* KNOW YOU, THEY'D FIGURE YOU FOR A LOSER AND LET YOU ROT IN PRISON!

I'M IT--NO "HOT LAWYER" FROM NEW YORK-- JUST ME! IF YOU WORK WITH ME, I'LL DO THE BEST I CAN FOR YOU!

IF NOT, I'D BE GLAD TO GET OFF THE CASE AND LET SOMEBODY *ELSE* HAVE THE GRIEF!

WHAT ABOUT MY MOM?

HAVE YOU CALLED HER YET?

21

SHE'LL WANT TO COME HERE.

I CALLED *HER*, TOO.

SHE'S NOT COMING.

SHE DOESN'T WANT TO SEE YOU. SHE DOESN'T WANT TO TALK TO YOU. SHE DOESN'T WANT TO HAVE ANYTHING TO DO WITH YOU.

AS FAR AS SHE'S CONCERNED, SHE NEVER *HAD* A SON.

CALL HER, OKAY? TELL HER EVERYTHING'S GONNA BE ALL RIGHT...

TELL HER I'M FINALLY GETTING IT TOGETHER...

THAT'LL MAKE HER HAPPY.

OKAY, MARK. I'LL CALL HER--

--AGAIN.

YEAH.

FIRST THING I GOTTA DO IS HAVE MOM GET ME A NICE SUIT.

MOM LOVES TO SHOP.

GOTTA LOOK GOOD FOR MY JOB INTERVIEWS.

MOM'LL BE SO *PROUD* OF ME.

FIN.

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the AMAZING SPIDER-MAN

INJURED...

HELPLESS...

...AND STALKED BY PUMA!

SPIDER-MAN™

"INTRODUCING... PUMA!"

Stan Lee PRESENTS:
TOM DeFALCO-- WRITER
RON FRENZ-- PENCILER
JOSEF RUBINSTEIN--INKER
JOE ROSEN -- LETTERER
CHRISTIE SCHEELE--COLORS
DANNY FINGEROTH--EDITOR
JIM SHOOTER-- EDITOR IN CHIEF

HI THERE! I HATE TO BE THE ONE TO BUST UP THIS COZY LITTLE GET-TOGETHER--

--BUT IT'S TIME SOMEBODY REMINDED YOU BOZOS THAT IT'S AGAINST THE LAW TO RECEIVE STOLEN GOODS IN THIS TOWN!

SPIDER-MAN!

OH, NO! IT'S ONLY MY FIRST NIGHT ON THE JOB!

I NEVER EXPECTED TO RUN ACROSS ANYONE LIKE HIM--!

FEAR FLOODS YOUNG FRANKIE SILVERA...

FRANKIE'S AMBITION HAS ALWAYS BEEN TO BECOME A MAN OF RESPECT! A MAN OF PROPERTY!

FWAM!

KWAK!

HE SAW CRIME AS AN EASY WAY TO ATTAIN THOSE GOALS...

...UNTIL NOW!

HE'S SO FAST! SO AGILE--! NOBODY CAN MOVE LIKE THAT!

KEEP BACK! I'M WARNING YOU--!

BLAMM!

HEY! YOU'RE NOT A BAD SHOT--

--BUT, YOU'LL HAVE TO GET A LOT BETTER IF YOU EXPECT TO PLAY IN THE BIG LEAGUES!

PWAP!

ALL RIGHT, WHO WANTS TO BE NEXT ON THE *HIT* PARADE?

UH-OH! THEY'RE CLOSING IN ON ME!

GOTTA CATAPULT MYSELF FORWARD--!

GEE, THAT BOX LOOKS AWFUL HEAVY!

MAYBE YOU AND YOUR BUDDY SHOULD RELAX FOR AN HOUR OR SO!

MEANWHILE, I'LL KEEP THESE GUYS COMPANY!

SWAK!

SWOK!

SWUNK!

REAL PRO-FESSIONAL! WHAT DID YOU CALL YOURSELVES --*FENCES 'R' US?!*

YOU BOYS HAD A SWEET OPERATION HERE! YOU'D BUY STOLEN GOODS FROM THE LOCAL THIEVES--

--AND SHIP THEM TO THIS CENTRAL WAREHOUSE!

2

MEANWHILE, IN THE RAFTERS...

KLIK! WHRR!

HER REAL NAME IS FELICIA HARDY. HOWEVER, SHE PREFERS TO BE KNOWN AS...THE **BLACK CAT!**

POSSESSING THE SPEED, GRACE AND AGILITY OF HER COLORFUL NAMESAKE, SHE IS THE TRUE LOVE AND SOMETIME PARTNER OF THE EVER-SPECTACULAR SPIDER-MAN...

RECENTLY,* THANKS TO THE KINGPIN OF CRIME, SHE GAINED ADDITIONAL POWER, POWER SHE DOES NOT YET UNDERSTAND OR CONTROL--

KLIK! WHRR!

--WHICH ALTERS PROBABILITY TO CAUSE **BAD LUCK** TO STRIKE ANYONE WHO ATTEMPTS TO HARM HER!

*SEE SPECTACULAR SPIDER-MAN #89 FOR DETAILS-- DANNY.

SHE KEEPS THIS LAST POWER A CLOSELY GUARDED SECRET, EVEN FROM THE MAN SHE LOVES...

OH, SPIDER...

...I KNOW YOU SUPPORT YOURSELF BY SELLING PICTURES LIKE THESE TO THE DAILY BUGLE--

KLIK! WHRR!

"--BUT I WISH YOU WOULDN'T HOG ALL THE *FUN*--

"--FOR YOURSELF!"

KA-

VWAM!

3

DANGER! BEHIND ME--!

YOU'VE BEEN MAKING US LOOK LIKE FOOLS AND AMATEURS!

WELL, THAT'S GONNA CHANGE--

YWAK!

--NOW!!

I GOT HIM! HE DIDN'T HAVE A CHANCE!

HEY! WHERE'D HE GO--?!

TAKE THREE GUESSES--

--AND CALL ME IN THE MORNING!

NOW, SINCE YOU HAVEN'T LEARNED HOW TO PLAY NICELY WITH THIS TOY--I'LL JUST HAVE TO TAKE IT AWAY!

FWAM!

÷UNN÷

AT LAST! HE'S DOWN--!

THIS IS OUR CHANCE! HE'S GOTTA BE EX-HAUSTED BY NOW!

RUSH HIM!

÷WHEW!÷ DON'T THESE GUYS EVER GIVE UP?!

THEY'VE GOT MY SPIDER SURROUNDED!

I KNOW HE CAN TAKE CARE OF HIMSELF--

--BUT I'VE BEEN DYING FOR A LITTLE ACTION!

BESIDES, I'LL GO BATTY IF I HAVE TO SNAP ANOTHER PICTURE!

HI, LOVER! HOPE YOU DON'T MIND THE HELPING HAND-- AND FOOT!

NOT AT ALL, CAT! A BEAUTIFUL WOMAN IS A WELCOMED ADDITION TO ANY PARTY!

4

FLATTERER! YOU REALLY KNOW HOW TO TURN A GIRL'S HEAD!

SKWAK!

PWOK!

LET'S HURRY THIS UP, LOVER! I CAN'T WAIT UNTIL WE'RE ALONE AGAIN!

IS THIS BROAD FOR REAL--?!

SHE ACTS LIKE SHE'S OUT ON A DATE--INSTEAD OF FIGHTING FOR HER LIFE!

SHE'LL SING A DIFFERENT TUNE AFTER I WRAP THIS HUNK OF STEEL AROUND HER PRETTY LITTLE NECK!

BUT THEN--

WHAT THE--?!

TRIPP!

CLUNK!

JUST THEN, FRANKIE SILVERA SEIZES A DISCARDED GUN...

I DON'T BELIEVE IT! RALPH MAC--THAT JERK--ACED HIMSELF!

WELL, I'M NOT GONNA SCREW UP LIKE HIM!

HERE'S WHERE I PROVE TO EVERYBODY THAT FRANKIE SILVERA HAS WHAT IT TAKES--!

ALL I GOTTA DO IS SQUEEZE THE TRIGGER, AND --

BWOOM!

YEOW!

FOR SHAME! DIDN'T YOUR MOTHER EVER TEACH YOU THAT IT WASN'T POLITE TO POINT A GUN AT A LADY?!

MY HAND--! FEELS LIKE IT'S BUSTED!

I'VE GOT NEWS FOR YOU, SWEETHEART--

5

--THAT'S THE *LEAST* OF YOUR PROBLEMS!

PWAM!

UNNN

FELICIA REALLY LACED INTO THAT KID, BUT HE DESERVED IT! SHE COULD HAVE BEEN SERIOUSLY HURT, IF HIS GUN HADN'T MISFIRED!

I WISH SHE'D BE MORE CAREFUL! SHE KNOWS THAT I DON'T APPROVE OF THE WAY SHE RISKS HER LIFE FIGHTING BY MY SIDE, BUT SHE JUST WON'T LISTEN TO REASON!

SPRAYING THE MEN WITH HIS SUPER-ADHESIVE WEBBING, SPIDER-MAN LEAVES THEM FOR THE POLICE...

PWIP

PWIP

MINUTES LATER...

SPIDER, YOU HAVEN'T SAID A WORD SINCE WE LEFT THE WAREHOUSE. IS SOMETHING BOTHERING YOU?

IT'S NOTHING NEW, CAT...

IT'S JUST THAT I THINK YOU'RE TOO FOOLHARDY! YOU TAKE TOO MANY NEEDLESS CHANCES!

LOOK WHO'S TALKING--!

IT'S DIFFERENT FOR ME! I HAVE *REAL* SUPER POWERS--

--PLUS A *SPIDER-SENSE* WHICH WARNS ME OF DANGER! YOU'RE ONLY A HIGHLY TRAINED GYMNAST!

ONLY--?! HEY, I APPRECIATE YOUR CONCERN --IT'S REAL SWEET-- BUT IT ISN'T NECESSARY!

THIS IS ONE CAT WHO KNOWS HOW TO LAND ON HER FEET!

I HOPE SO...

LIGHTEN UP, LOVER!

I WANT TO PARTY!

I HATE TO DISAPPOINT YOU, KID--

--BUT I'M MAKING THIS AN EARLY NIGHT!

I'VE GOTTA GET HOME, AND DEVELOP THESE PICTURES BEFORE MORNING.

OH, POO! YOU CAN BE SUCH A SPOILSPORT AT TIMES-- BUT I KNOW BETTER THAN TO ARGUE WHEN YOU'VE GOT WORK TO DO.

GUESS I'LL JUST HAVE TO SETTLE FOR A GOODNIGHT KISS, INSTEAD.

TRIGGERED BY SPIDER-MAN'S THOUGHTS, HIS COSTUME--AN AMAZING SOUVENIR FROM A DISTANT PLANET--IMMEDIATELY OPENS A WIDE SEAM AROUND HIS MOUTH, AS ONE KISS TURNS TO MANY...

AND THEN...

POOR SPIDER! I'D LOVE TO TELL HIM ABOUT MY ENHANCED ATHLETIC PROWESS, AND MY BAD LUCK POWERS--

--BUT HE'D BE IN A REAL PANIC IF HE EVER LEARNED THAT I GOT THEM FROM HIS ENEMY-- THE KINGPIN!

6

SOMETIME LATER, AS SPIDER-MAN RETURNS TO HIS CHELSEA APARTMENT...

I MUST BE CRAZY!

ONLY A FIRST CLASS NUT WOULD GIVE UP A CHANCE TO GO MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT!

THE DAILY BUGLE COULDN'T POSSIBLY PAY ME ENOUGH FOR THESE PIX TO BE WORTH THAT KIND OF SACRIFICE--!

OH, WELL, NO ONE EVER SAID THAT THE LIFE OF A FREELANCE PHOTOHOUND WOULD BE EASY--

--AND IT'S NOT!

A MENTAL COMMAND CAUSES HIS COSTUME TO MELT AWAY FROM HIS HANDS AND FACE...

÷YAWN÷ I'M REALLY WRECKED TONIGHT--BUT THAT SEEMS TO BE THE GENERAL RULE THESE DAYS. I NEVER SEEM TO GET ENOUGH SLEEP. I'M ALWAYS TIRED!

I'D BETTER GET COOKING ON THOSE PHOTOS BEFORE I COMPLETELY FALL OUT...

AND SO...

GOT TO GIVE THE CAT CREDIT--SHE KNOWS HOW TO HANDLE A CAMERA!

THESE ARE GOOD! REAL GOOD!

WISH I COULD SAY THAT I'M THRILLED, BUT I'M NOT! IT'S REAL OBVIOUS THAT SHE TAKES A MUCH BETTER PICTURE THAN I DO.

THAT BOTHERS ME! A LOT!

IT'S TIME I TOOK THIS WORK A BIT MORE SERIOUSLY!

MAYBE I SHOULD TAKE A FEW COURSES TO IMPROVE MY SKILLS!

AFTER SELECTING THE VERY BEST PHOTOS, HE TURNS TO STORE THE OTHERS AWAY--

--BUT THEN...

OH, NO!

OF ALL THE CLUMSY--!

WHAT'S WRONG WITH ME LATELY? I SEEM TO BE ALL THUMBS!

I WONDER IF IT'S TIED IN WITH MY GENERAL LETHARGY?

GEE, I HOPE I'M NOT COMING DOWN WITH ANYTHING!

HEY! IN THE CORNER--!

MY OLD, SPARE COSTUME!

7

GOSH, I HAD FORGOTTEN ALL ABOUT THIS OLD THING!

I USED IT FOR A BACK-UP WHENEVER MY MAIN COSTUME NEEDED CLEANING OR REPAIRS. JUST SEEING IT AGAIN BRINGS BACK MEMORIES...

WHEN I DESIGNED MY VERY FIRST SPIDER-MAN COSTUME, I WAS LOOKING TO STRIKE IT BIG IN SHOW BUSINESS! I WANTED SOMETHING FLASHY! COLORFUL!

OVER THE YEARS, IT CAME TO MEAN...TO SYMBOLIZE...SO MUCH MORE TO ME!

BUT, EVEN SO, IT COULDN'T DO STUNTS LIKE THIS--!

"I STILL HAVE TROUBLE BELIEVING THAT THIS NEW COSTUME CAME FROM A WORLD AT THE OTHER END OF THE UNIVERSE.*

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS -- DANNY!

"IT'S REALLY WEIRD TO HAVE A PIECE OF CLOTHING WHICH OBEYS MY MENTAL COMMANDS --AND ASSUMES ANY APPEARANCE I IMAGINE!

"I GUESS I COULD MAKE IT LOOK LIKE MY OLD, FAMILIAR RED AND BLUE THREADS--"

--BUT, THAT WOULDN'T SEEM RIGHT!

NO, IT'S TIME TO PUT THE PAST BEHIND ME!

I'VE GROWN OLDER AND, HOPEFULLY, WISER IN THE LAST FEW YEARS...

...MAYBE MY NEW LOOK WILL HELP REFLECT THOSE CHANGES!

÷YAWN÷ ENOUGH DIME STORE PHILOSOPHY FOR ONE NIGHT!

IT'S TIME TO HIT THE SHEETS!

8

BUT THEN, EVEN AS PETER PARKER DRIFTS INTO THE REALM OF DREAMS--

--HIS ALIEN COSTUME SEEMINGLY SPRINGS TO LIFE!

FLOWING ACROSS THE FLOOR, IT SILENTLY ADVANCES ON THE SLEEPING ADVENTURER...

AS IF CONTEMPLATING THE HORRIBLE CONSEQUENCES OF ITS NEXT ACTION, IT PAUSES FOR ONE BRIEF MOMENT...

AND THEN--

--IT STRIKES!

SOMETIME LATER...

SHOVE OFF, PRINCE! I'M CLAIMING THAT REFRIGERATOR CRATE FOR MYSELF!

I BEG TO DIFFER, BABYFACE.

SINCE I'M THE ONE WHO FOUND IT, IT'S ONLY FAIR THAT I GET TO SLEEP IN IT.

NOBODY CARES ABOUT "FAIR" IN THE REAL WORLD!

IT'S EVERY MAN FOR HIMSELF!

HEY--!

WHO... WHAT ...IS THAT--?!

I... DUNNO.

Y'KNOW SOMETHING, BABYFACE? I THINK THIS CRATE COULD ACCOMMODATE THE TWO OF US!

I HOPE SO, MAN! AFTER SEEING THAT...THAT *THING* PROWLING AROUND, I COULD USE SOME COMPANY!

ME, TOO!

9

EARLY THE NEXT MORNING...

BOSS--! OUR MAIN WAREHOUSE WAS RAIDED LAST NIGHT BY SPIDER-MAN AND THE POLICE!

OUR LAWYER THINKS HE CAN GET OUR PEOPLE BACK ON THE STREETS BY LATE AFTERNOON--

--BUT IT'LL STILL TAKE A FEW WEEKS BEFORE OUR FENCING OPERATION IS ROLLING AT FULL CAPACITY AGAIN!

THE LOSS IN REVENUE WILL BE SIGNIFICANT.

A PITY.

SNIPP!

HOWEVER, SPIDER-MAN IS THE MORE DISTRESSING PROBLEM.

THIS IS THE *SECOND* TIME HE'S INTERFERED IN THE ROSE'S AFFAIRS. I WON'T TOLERATE A THIRD.

HE MUST BE ELIMINATED ...AT ONCE!

IS THAT WISE, ROSE?

I THOUGHT THE KINGPIN HAD TO SANCTION ALL HITS *THAT* BIG!

MR. JOHNSTON, I REPORT TO THE KINGPIN OF CRIME JUST AS YOU AND MR. VARLEY REPORT TO ME... BUT, IN THIS ONE INSTANCE, I DO NOT HAVE TIME FOR THE LUXURY OF GOING THROUGH THE PROPER CHANNELS.

SPIDER-MAN IS A WEED WHICH MUST BE SWIFTLY PLUCKED.

I WANT HIM *DEAD!*

AND, I KNOW JUST THE MAN FOR THE JOB...

10

HEARTSDALE, NEW MEXICO...

A SMALL, BUT GROWING CITY--

--WHICH HOUSES THE CORPORATE HEADQUARTERS OF FIREHEART ENTERPRISES...

FIREHEART(TM)

WHERE IS HE?

WE'RE DUE AT THE MAYOR'S OFFICE IN FIFTEEN MINUTES!

I'M AFRAID THAT MR. FIREHEART IS UNABLE TO ATTEND THAT MEETING, CONGRESSMAN.

HE WAS CALLED AWAY RATHER UNEXPECTEDLY THIS MORNING.

WHAT?!

HE ASKED ME TO CONVEY HIS SINCEREST APOLOGIES.

B-BUT WE WERE SUPPOSED TO DISCUSS THOSE NEW SHOPPING MALLS HE PLANS TO BUILD! WHAT SHOULD I TELL THE ZONING COMMISSION? THE CITY COUNCIL--?!

I DON'T KNOW CONGRESSMAN. I'LL HAVE MR. FIREHEART PHONE YOU AS SOON AS HE RETURNS.

B-ZIT

A CALL ON THOMAS'S PRIVATE LINE--!

11

YOU'LL HAVE TO EXCUSE ME, CONGRESSMAN. I HAVE OTHER WORK TO DO.

WITHOUT ANOTHER WORD, JENNA TAYLOR ENTERS THE PRIVATE OFFICE OF HER EMPLOYER--

-- THE MYSTERIOUS THOMAS FIREHEART!

I FEEL BADLY FOR CONGRESS-MAN CRESPI. THOSE SHOPPING MALLS MEAN A LOT TO HIM--AND THE COMMUNITY! THIS IS ONE MEETING THOMAS SHOULDN'T HAVE MISSED.

OH, WELL, IT'S NOT MY PLACE TO CRITICIZE THE BOSS. I'M ONLY HIS EXECUTIVE ASSISTANT--NOT HIS WIFE!

I GET THE FUN JOBS-- LIKE TELLING CRESPI THE BAD NEWS, AND ACTIVATING THIS CRAZY TELEPHONE GIZMO--

-- WHENEVER THOMAS ISN'T AROUND TO ANSWER HIS PRIVATE LINE.

KLIK!

MNNN

PLEASE LEAVE YOUR MESSAGE...

MNNN

"...AT THE SOUND OF THE BEEP."

THAT HUM--! IT'S PROBABLY FROM AN ELECTRONIC SCRAMBLING DEVICE WHICH PROTECTS HIS LINE FROM TAPS!

THIS IS THE ROSE...

I NEED YOU.

HHM! THAT WAS SHORT, AND TO THE POINT.

"THE ROSE"?! I DON'T RECOGNIZE THE NAME, BUT IT SOUNDED LIKE THOMAS WILL WANT TO KNOW ABOUT THIS CALL... AND FAST!

KLIK!

JENNA DEPRESSES ANOTHER BUTTON--

--AND, SIXTY MILES AWAY...

BLEEP! BLEEP!

BLEEP! BLEEP!

12

MEANWHILE, SEVERAL HUNDRED YARDS FROM THE HELICOPTER, A MANLIKE FIGURE RACES ALONG THE UNEVEN GROUND.

WITH PHYSICAL SENSES WHICH HAVE BEEN HEIGHTENED TO SUPER HUMAN LEVELS--

--HE FOLLOWS A SPOOR THAT WOULD BE TOTALLY INVISIBLE TO MOST HUMAN TRACKERS!

THEY DON'T KNOW IT YET--BUT THEY'RE GOING TO DIE FOR WHAT THEY DID LAST NIGHT!

IT'S THEIR OWN FAULT! THEY SHOULDN'T HAVE ENTERED THE RESERVATION --AND SLAUGHTERED THOSE ANIMALS!

AS THE GUARDIAN OF THE TRIBE, IT'S MY DUTY TO PUNISH THEM--AND I WILL!

I CAN SENSE THEM JUST BEYOND THE NEXT RIDGE--!

THEY'RE CONFUSED! FRIGHTENED! THEY DON'T KNOW WHAT TO MAKE OF MY SCENT!

THEY'VE NEVER BEFORE FACED ANYTHING LIKE--

--PUMA!

WITH AN INCREDIBLE THIRTY-FIVE FOOT LEAP, THE MAN-BEAST KNOWN AS PUMA LAUNCHES HIMSELF FORWARD--!

HE ATTACKS SWIFTLY--

--WITH A STRENGTH WHICH STAGGERS THE MIND--

--AND A SAVAGERY FAR BEYOND THAT OF ANY WILD ANIMAL!

13

SIX MINUTES LATER...

THAT WASN'T A BAD MORNING'S WORKOUT! WITH LUCK, I CAN STILL CATCH THE TAIL END OF THE MEETING IN THE MAYOR'S OFFICE!

BLEEP BLEEP

SOUNDS LIKE JENNA'S BEEN TRYING TO CONTACT ME

SHE'S SO CAPABLE! I DON'T KNOW HOW I'D EVER SURVIVE WITHOUT HER!

BLEEP BLEEP

MOMENTS LATER...

PUMA SITS QUIETLY, DRAINING HIS MIND OF ALL TENSIONS...

HE SLOWS HIS BREATHING, AND BEGINS TO CONCENTRATE. CONCENTRATE!

AND THEN--

THE TRANSFORMATIONS SEEM TO BE GETTING EASIER...THOUGH THEY'RE JUST AS PAINFUL AS EVER!

I'D BETTER DISCUSS THEM WITH MY UNCLE AFTER THE NEXT MONTHLY TRIBAL MEETING!

I WISH I COULD CONVINCE THE OLD COOT TO MOVE OFF THE RESERVATION -- AND INTO A MODERN CONDOMINIUM IN HEARTSDALE -- BUT HE'S JUST TOO STUBBORN!

I'LL CHECK IN WITH THE OFFICE--

--AFTER I CHANGE INTO SOMETHING MORE CIVILIZED!

THERE! THAT'S BETTER!

I HOPE JENNA HAS EXCITING NEWS FOR ME! THINGS HAVE BEEN A BIT DULL AROUND HERE!

14

NEW YORK CITY...

DAILY BUGLE

WELL--?

WHAT CAN I SAY, PETER? THE QUALITY OF YOUR WORK IS CERTAINLY ON THE UPSWING--

J. ROBERTSON
EDITOR-IN-CHIEF

--EVEN IF YOUR CHOICE OF SUBJECT MATTER IS A LITTLE PEDESTRIAN!

OUR READERS HAVE SEEN COUNTLESS SHOTS OF SPIDER-MAN FIGHTING THUGS IN WAREHOUSES!

THE ONLY THING THAT MAKES THESE PARTICULAR PHOTOS NEWSWORTHY--

--IS THE FACT THAT THEY FEATURE THE WEB-SWINGER IN HIS NEW COSTUME!

I'LL TAKE THEM--

--BUT DON'T THINK YOU CAN COAST ON THE PUBLIC'S INTEREST IN THIS COSTUME FOREVER!

I =YAWN= WON'T!

TRY TO CONTROL YOUR ENTHUSIASM!

BETTY WILL PUT IN A VOUCHER FOR YOU.

DO YOURSELF A FAVOR--GET SOME REST!

YOU LOOK TERRIBLE!

ROBBY'S RIGHT! YOU DO SEEM A LITTLE ROUGH AROUND THE EDGES LATELY.

ARE THINGS ANY BETTER BETWEEN YOU AND YOUR AUNT?

NO.

AUNT MAY HAS REFUSED TO SPEAK TO ME EVER SINCE I TOLD HER THAT I'VE DROPPED OUT OF GRADUATE SCHOOL!*

*IN AMAZING SPIDER-MAN #253-- DANNY.

I JUST DON'T KNOW WHAT TO DO, BETTY...

BRIGHTEN UP, TIGER!

IT'S PARTY TIME!

15

YOU--?!

MARY JANE WATSON! IT'S ABOUT TIME YOU GOT HERE!

I WAS BEGINNING TO THINK THAT YOU HAD FORGOTTEN ALL ABOUT OUR DINNER DATE TONIGHT!

HI, PRETTY LADY! HOW'S IT =YAWN= GOING?

AM I BORING YOU ALREADY, MR. PARKER? MOST MEN I KNOW ARE USUALLY A LOT MORE EXCITED TO SEE ME.

J. ROBERTS
EDITOR-IN

DID BETTY TELL YOU THE BIG NEWS?

I FOUND WORK! I LANDED A REGULAR MODELING GIG FOR THE NEXT FEW MONTHS! ISN'T THAT SIMPLY FABULOUS?!

I'M HAPPY FOR YOU!

BETTY AND I WERE PLANNING A LADIES' NIGHT OUT--BUT THIS CALLS FOR A REAL CELEBRATION! CARE TO JOIN US?

GEE, I'D LOVE TO GO. I REALLY WOULD! BUT, I'VE GOT, ER, OTHER PLANS.

HOW ABOUT A RAINCHECK?

ANY TIME, TIGER!

GREAT! SEE YOU AROUND.

=WHEW= TALK ABOUT A CLASSIC BRUSHOFF!

THERE GOES ONE VERY TROUBLED YOUNG MAN.

SO I NOTICED.

ANY IDEA WHAT'S EATING AT HIM?

I HAVE A FEW THOUGHTS ON THE SUBJECT.

REALLY?

I'D LIKE TO HEAR THEM...

16

AT THAT PRECISE MOMENT, A PRIVATE JET LANDS AT NEW YORK'S LAGUARDIA AIRPORT.

ITS SOLE OCCUPANT IS IMMEDIATELY USHERED INTO A WAITING LIMOUSINE.

SOON...

I APPRECIATE THE PROMPTNESS WITH WHICH YOU HAVE RESPONDED TO MY CALL.

THINK NOTHING OF IT. THE WORK YOU OFFER IS USUALLY SO... CHALLENGING.

I HAVE AN EXCEPTIONAL CHALLENGE FOR YOU THIS TIME.

HAVE YOU EVER HEARD OF A COSTUMED VIGILANTE WHO GOES BY THE NAME OF... "SPIDER-MAN"?

OF COURSE...

HE'S ONE OF THOSE SO-CALLED "SUPER-HEROES!" THIS CITY CERTAINLY SEEMS TO HAVE AN ABUNDANCE OF THEM.

WE HAVE A FEW BASED IN MY PART OF THE COUNTRY AS WELL...THOUGH THEY AREN'T AS WELL-PUBLICIZED.

WILL YOU ACCEPT THIS CHALLENGE?

YES.

GOOD. WHEN SHALL YOU BEGIN?

IMMEDIATELY!

CAN YOU GET ME ANYTHING WHICH THIS SPIDER-MAN HAS RECENTLY HANDLED?

I ANTICIPATED YOUR NEED. I HAVE THIS PIECE OF PACKING CRATE. I MADE CERTAIN THAT NO ONE ELSE TOUCHED IT.

EXCELLENT.

MR. VARLEY WILL ESCORT YOU TO A PLACE WHERE YOU CAN CHANGE.

GOOD LUCK.

CALL ME IF YOU NEED ANYTHING!

THANK YOU.

I WON'T.

I'M GLAD I CAME.

THIS ASSIGNMENT HAS DEFINITE POSSIBILITIES!

CREEPY GUY.

YEAH.

WHAT DID THE ROSE SAY HIS NAME WAS--?

HE'S BEEN IN THERE FOR TWENTY MINUTES! HOW LONG DOES IT TAKE A GUY TO CHANGE HIS CLOTHES? WHAT'S HE DOING?

BEATS ME.

HELLO--? IS EVERYTHING ALL RIGHT?

NOK! NOK!

HE DIDN'T.

I DON'T LIKE THIS! NOT ONE BIT!

WHY AIN'T HE ANSWERING?

VARLEY, SOMETHING TELLS ME WE BETTER OPEN THAT DOOR...

HEY! HE'S GONE--!

I DON'T GET IT! HE LEFT HIS CLOTHES BEHIND!

LOOK! THE WINDOW--!

HE COULDN'T HAVE GOTTEN OUT THIS WAY!

THE NEAREST ROOFTOP HAS GOTTA BE A GOOD FORTY FEET AWAY!

18

NEARBY... AH! THE LIFE OF A MILLIONAIRE ENTREPRENEUR MAY HAVE ITS DISTINCT PLEASURES, BUT THEY CAN'T COMPARE WITH THIS--!

OF COURSE, MY UNCLE WOULD HAVE A FIT--IF HE EVER LEARNED THAT HIS BELOVED TRIBAL GUARDIAN WAS ALSO AN ASSASSIN FOR HIRE!

THAT'S HIS PROBLEM!

HE'S GOT NOTHING TO COMPLAIN ABOUT AS LONG AS I CONTINUE TO FULFILL MY OBLIGATIONS TO THE TRIBE!

THE WAY I CHOOSE TO ENTERTAIN MYSELF IS NOBODY'S BUSINESS BUT MY OWN!

I JUST HOPE SPIDER-MAN LIVES UP TO HIS REP! IT'S BEEN FAR TOO LONG SINCE I BATTLED ANYONE WORTH THE EFFORT.

HMM! THE SPOOR IS WEAK...BUT I THINK I'VE IDENTIFIED HIS SCENT!

NOW, COMES THE HARD PART....

I MUST BLOCK OUT ALL PHYSICAL AND MENTAL DISTRACTIONS!

MUST CHANNEL EVERYTHING...ALL CONSCIOUSNESS ...THE VERY ESSENCE OF MY BEING...

...INTO A SINGLE, HEIGHTENED SENSE!

IT IS SAID THAT EVERY LIVING THING HAS ITS OWN, UNIQUE SCENT...

IN A CITY WHOSE POPULATION NUMBERS IN THE MILLIONS, PUMA ATTEMPTS TO PINPOINT ONE MAN...

ONE VERY SPECIAL MAN...

FOR MORE THAN AN HOUR HE SITS RIGID AS STONE...

SORTING...

SEARCHING...

AND THEN...

I'VE DONE IT! I'VE FOUND HIM!

INCREDIBLY POWERFUL LEG MUSCLES PROPEL HIM UPWARD AND FORWARD ON A DIRECT ROUTE TO HIS PREY!

19

MEANWHILE...

÷YAWN÷ WHY DO I ALWAYS SEEM TO HAVE SO MUCH TROUBLE MANAGING MY OWN LIFE?

I JUST CAN'T THINK OF A WAY TO PATCH THINGS UP BETWEEN ME AND AUNT MAY!

THE WOMAN PRACTICALLY RAISED ME! SHE'S ALWAYS BEEN ONE OF THE CORNER-STONES OF MY LIFE!

÷YAWN÷ THERE'S GOTTA BE A SOLU-TION! MAYBE I'M JUST TOO ZONKED TO SEE IT!

SO THAT'S SPIDER-MAN--!

HOW DISAPPOINTING! I'D HOPED FOR SOMEONE MUCH MORE IMPRESSIVE! BIGGER! MORE POWERFUL!

THERE MUST BE MORE TO HIM THAN MEETS THE EYE!

PERHAPS A LITTLE TEST IS IN ORDER--!

RIPP!

AND, AS IF I DIDN'T HAVE ENOUGH PROBLEMS, THERE'S THE LITTLE MATTER OF THE HOBGOBLIN'S MISSING BATTLE VAN!

IT VANISHED ON ITS WAY TO THE POLICE IMPOUND YARD!*

WHO TOOK IT...AND, MORE IMPORTANTLY, *WHY*--?

HEY! MY SPIDER-SENSE--!

WHAT THE--?!

20

*IN ISSUE # 254--DANNY.

YEOW!

WHATEVER THAT THING WAS -- I BARELY DUCKED IT!

I WAS SO TOTALLY LOST IN MY THOUGHTS THAT I DIDN'T EVEN NOTICE MY SPIDER-SENSE BUZZING!

CAN'T WORRY ABOUT THAT NOW!

GOTTA TRY TO SLOW MY FALL--!

DESPERATE, ACTING ON INSTINCT ALONE, SPIDER-MAN REACHES OUT TOWARD THE NEARBY BUILDING...

HIS FINGERS SCRAPE ALONG ITS ROUGH EDGE--

--UNTIL HE MANAGES TO FLATTEN THEM AGAINST THE SIDE OF THE BUILDING!

AND THEN, OWING TO HIS UNCANNY ABILITY TO ADHERE TO ANY SURFACE--

--THEY HOLD!

ARGGG!

MY ARM--!

SNAP!

FWOK!

F-FEELS LIKE I WRENCHED IT LOOSE FROM ITS SOCKET--!

PAIN IS INCREDIBLE!

G-GOTTA GET MYSELF TOGETHER--!

WHOEVER ATTACKED ME IS STILL OUT THERE! WAITING--!

UHHH

N-NEVER KNEW ANY-THING COULD HURT SO MUCH...JUST WANT TO ROLL INTO A BALL...AND DIE ...BUT I CAN'T ...I CAN'T!

GOTTA BRACE MYSELF...TRY TO SHOVE THE ARM BACK INTO PLACE!

:UNNNNN:

I-IT'S NO USE! PAIN IS TOO GREAT!

NO...I CAN'T... I WON'T ...GIVE UP!

G-GOTTA TRY AGAIN!

IF I DIE HERE, AUNT MAY WILL NEVER KNOW HOW MUCH I STILL LOVE HER!

D-DON'T CARE HOW BAD IT FEELS...GOTTA DO IT...FOR AUNT MAY ...FOR ME!

ARRGHH!

I...DID IT!

B-BUT MY ARM STILL FEELS LIKE--

--ON FIRRRRRRE!

THE PAIN WAS TOO MUCH FOR HIM!

HE'S HELPLESS! CRIPPLED--!

A VICTORY LIKE THIS BRINGS LITTLE SATIS-FACTION TO ME--BUT SPIDER-MAN MUST DIE! AND SO, HE SHALL--

--BENEATH THE CLAWS OF PUMA!

TO BE CONTINUED!

NEXT ISSUE! THE BLACK CAT ENRAGED! A STARTLING REVELATION FROM MARY JANE WATSON--WHICH WILL CHANGE PETER PARKER'S LIFE FOREVER! PLUS--THE SURPRISING RETURN OF THE MOST REQUESTED SPIDER-VILLAIN OF RECENT TIMES! (GUESS WHO!) DON'T MISS--

"THE FURY OF... PUMA!"

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the AMAZING SPIDER-MAN®

F/R

SPIDER-MAN™

Stan Lee PRESENTS:

"BEWARE THE CLAWS OF PUMA!"

SPIDER-MAN IS STILL HELPLESS! UNCONSCIOUS--!

BAH! A VICTORY LIKE THIS BRINGS NO PLEASURE TO *PUMA*--BUT THE WEB-SWINGER MUST DIE! AND SO, HE SHALL...

MERE MOMENTS AGO, THE EVER-SPECTACULAR **SPIDER-MAN** *DISLOCATED HIS LEFT ARM WHEN HE WAS UNEXPECTEDLY ATTACKED BY THE MAN-BEAST KNOWN AS* **PUMA!** *AFTER HEROICALLY SHOVING HIS ARM BACK INTO PLACE, OUR HERO FINALLY SUCCUMBED TO THE INCREDIBLE PAIN! AND NOW...*

STAN LEE *PRESENTS:*
TOM DEFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

THIS IS ALMOST TOO EASY!

WHEN THE *ROSE* FIRST HIRED ME TO KILL SPIDER-MAN, HE PROMISED ME A WORTHY FOE!

A TRUE CHALLENGE TO THE POWER OF *PUMA!*

THE ROSE LIED!

SPIDER-MAN IS A WEAKLING! A COWARD!

HE DESERVES TO DIE!

NO!

CYAM!

≠UGNN≠

MANAGED TO RECOVER MY BALANCE, BUT SHE'S ATTACKING AGAIN--!

≠WHOOPS≠ MISSED 'IM!

YOU'RE GOOD, MISTER! *FAST!* AGILE, TOO!

DO NOT FLATTER YOURSELF, WOMAN!

2

A CHILD COULD HAVE DODGED THAT CLUMSY ATTACK!

THIS WOMAN IS THE *BLACK CAT!* THE NEWSPAPERS CLAIM THERE IS A ROMANTIC LINK BETWEEN HER AND SPIDER-MAN. A PITY THAT SHE ISN'T A PART OF MY CONTRACT WITH THE ROSE!

GO AWAY, WOMAN! THIS ISN'T YOUR CONCERN! DON'T FORCE ME TO KILL YOU AS WELL!

GET REAL, MISTER! I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT--

--BUT YOU'RE DEFINITELY FLAKE CITY IF YOU THINK I'LL LET YOU HURT MY SPIDER!

YOU CAN'T STOP ME!

I AM PUMA!

WAIT--! THERE SEEMS TO BE SOMETHING SURROUNDING THAT WOMAN! AN AURA OF SOME KIND!

I'M SURE MY HEIGHTENED SENSES WILL BE ABLE TO DETECT IT--IF I CAN JUST FOCUS THEM PROPERLY...

"THERE! I SEE IT NOW!"

I WONDER IF IT'S DANGEROUS?

GUESS THERE'S ONLY ONE WAY TO FIND OUT!

POWERFUL LEG MUSCLES PROPEL HIM FORWARD--

--BUT THEN...

WHAT'S WRONG WITH ME? I SEEM TO HAVE MISJUDGED THE DISTANCE BETWEEN US!

I'M OVERSHOOTING HER--!

GOING TOO FAST! HAVE TO SLOW MYSELF DOWN BEFORE I GO BOUNDING OFF THE SIDE OF THIS ROOF!

THAT PIPE--!

OH, NO!

SNAPP!

FWOK!

3

NOTHING LIKE THAT HAS EVER HAPPENED TO ME BEFORE! MY SENSE OF BALANCE IS PERFECT!

COULD THE CAT'S MYSTERIOUS AURA HAVE CAUSED IT?

SEEKING TO CONFIRM HIS SUSPICIONS, PUMA SPRINGS TO HIS FEET, RENEWING HIS ONSLAUGHT ON THE CAT...

BUT THEN...

THE ROOF--! IT'S GIVING WAY BENEATH ME!

KRACKKK!

TA-TA, FUR FACE!

NOW YOU KNOW WHAT HAPPENS WHEN THE BLACK CAT CROSSES YOUR PATH!

UNNN

SPIDER! YOU'RE AWAKE--!

C-CAT, IS THAT YOU?

WHO ELSE?

DON'T WORRY ABOUT THAT CLOWN WHO ATTACKED YOU, HON! I JUST TOOK CARE OF HIM!

HEY! YOU DON'T LOOK SO GOOD! ANYTHING I CAN DO TO HELP--?

AGGH! MY SHOULDER--!

OH, I'M SO SORRY! I...I DIDN'T KNOW!

H-HOW COULD YOU? I... INJURED IT IN A FREAK FALL! IT STILL HURTS, BUT NOT AS BAD AS IT DID EARLIER!

THIS WEBBING SHOULD HELP KEEP THE STRAIN OFF IT!

LOOK, WE'D BETTER GET OUT OF HERE!

PWIP!

ARE YOU SURE YOU CAN TRAVEL?

NO, BUT I CAN TRY!

MINUTES LATER...

POOR SPIDER! HE'S PUTTING UP A BRAVE FRONT FOR MY SAKE, BUT IT'S OBVIOUS THAT HE'S IN GREAT PAIN!

HANG ON, LOVER! YOUR APARTMENT IS ONLY A FEW BLOCKS AWAY!

4

MEANWHILE...

HEY! WHAT'S GOING ON?

WHO ARE YOU?

BE SILENT--!

I HAVE NEITHER THE TIME, NOR THE INCLINATION TO ANSWER YOUR STUPID QUESTIONS!

GET OUT OF MY WAY, WOMAN!

OH--!

H-HE'S LEAVING, BILL! BUT WHAT ABOUT OUR CEILING--?

H-HUSH UP, ALICE! LET THE MAN GO ABOUT HIS BUSINESS!

MOMENTS LATER, ON THE BUILDING'S ROOFTOP...

SPIDER-MAN AND THE BLACK CAT ARE GONE--!

THE FOOLS! THEY CAN'T ESCAPE *PUMA!*

NO ONE CAN!

NOW THAT I'VE BEEN EXPOSED TO THEIR INDIVIDUAL SCENTS --

--I CAN EASILY TRACK THEM TO WHEREVER THEY HIDE!

I'D BETTER APPROACH THE BLACK CAT WITH A BIT MORE CAUTION, THOUGH! SHE'S OBVIOUSLY THE MORE DANGEROUS OF THE TWO!

HER AURA SEEMED TO FLASH BRIGHTER BOTH TIMES I ATTACKED HER!

COINCIDENCE? I THINK NOT!

THAT AURA MUST BE RESPONSIBLE FOR THE MISFORTUNE WHICH STRUCK ME!

LOST IN HIS THOUGHTS, PUMA BOUNDS FROM BUILDING TO BUILDING IN PURSUIT OF HIS PREY, UNTIL...

THERE THEY ARE! ON THAT DISTANT ROOFTOP--!

5

HOLD IT, CAT! MY SPIDER-SENSE IS TINGLING!

I SENSE DANGER--!

WHAT COULD IT BE--?

I DON'T SEE ANYTHING OUT OF THE ORDINARY! MAYBE I'M JUST JUMPY.

HE'S FAST--! I BARELY GOT DOWN IN TIME!

NO NEED TO CONTINUE THIS BATTLE NOW! I'M ONLY BEING PAID TO KILL SPIDER-MAN. WHY SHOULD I KILL THE CAT FOR FREE?

I'LL RETURN LATER ...AFTER I'VE HAD A CHANCE TO REFRESH MYSELF!

MEANWHILE...

EASY DOES IT, LOVER. YOU'RE HOME NOW.

YEAH...

THANKS, CAT. I MIGHT NOT HAVE MADE IT WITHOUT YOU.

MY ARM'S STILL THROBBING.

BUT AT LEAST I WON'T HAVE TO WRESTLE WITH MY COSTUME TO GET A LOOK AT IT! ALL I HAVE TO DO IS--

:UNNN:

SPIDER--! WHAT IS IT?

MY COSTUME--!

IT USUALLY OBEYS MY EVERY THOUGHT, BUT IT'S NOT RESPONDING TO MY MENTAL COMMANDS--!

I CAN'T SEEM TO GET IT TO LEAVE ME--!

:UGNNN:

AT LAST! IT'S STARTING TO MELT OFF ME...

I DON'T UNDERSTAND ...IT NEVER GAVE ME A PROBLEM BEFORE! WHAT COULD BE WRONG WITH IT?

ARE YOU KIDDING!? LOOK AT IT SNAKING ACROSS THE FLOOR LIKE THAT--!

WHAT COULD BE RIGHT WITH IT?

6

YOU'VE BEEN MEANING TO GET IT CHECKED OUT BY REED RICHARDS EVER SINCE YOU BROUGHT IT BACK FROM THAT WAR AT THE OTHER END OF THE UNIVERSE!

I KNOW, BUT MY LIFE HAS BEEN SO CRAZY LATELY THAT I HAVEN'T HAD TIME.

MAYBE YOU'D BETTER MAKE TIME.

*SEE THE ONGOING MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS --DANNY.

HEY! MY ARM DOESN'T LOOK AS BAD AS I FEARED--!

IT'LL PROBABLY BE AWFUL SORE FOR THE NEXT FEW WEEKS, BUT THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE!

THAT'S GREAT!

WHAT A DUMP! I STILL CAN'T BELIEVE MY SPIDER REALLY LIVES HERE IN HIS CIVILIAN IDENTITY!

GUESS I JUST DON'T UNDERSTAND SPIDER. WHY WOULD HE EVER WANT TO BE A NORMAL PERSON LIKE PETER PARKER, WHEN HE COULD BE SPIDER-MAN ALL THE TIME?

I LOVE HIM. *I DO!* BUT NOW THAT HE'S TAKEN OFF HIS MASK, I CAN HARDLY BEAR TO LOOK AT HIM...

MEANWHILE, AT A MIDTOWN MANHATTAN SKYSCRAPER...

AS PER YOUR INSTRUCTIONS...

...I HAVE BEGUN MAKING THE NECESSARY ARRANGEMENTS FOR A PROLONGED GANG WAR WITH THE FORCES OF *MICAH SYNN!**

EXCELLENT. I LEAVE THE DE-TAILS TO YOU!

*SEE CURRENT ISSUES OF DAREDEVIL -- DANNY.

ONE LAST ITEM-- AS THE *KINGPIN OF CRIME*, THE RULER OF THE UNDER-WORLD, YOU MUST BE MADE AWARE OF THE FACT THAT SOMEONE IN YOUR EMPLOY HAS HIRED A PROFESSIONAL ASSASSIN TO ELIMINATE SPIDER-MAN!

WHAT--?!

I HAVE MY OWN PLANS FOR THE WEB-SWINGER!*

WHO WOULD DARE ORDER AN EXECUTION OF THIS MAGNITUDE-- WITHOUT FIRST CON-SULTING WITH ME?

I BELIEVE THIS HIT WAS COM-MISSIONED BY THE ROSE!

*AND YOU'LL KNOW WHAT PLANS THE KING-PIN IS REFERRING TO, IF YOU KEEP READING OUR COMPANION MAGAZINE, THE SPECTACULAR SPIDER-MAN-- D.

ARRANGE A MEETING BETWEEN ME AND THE ROSE. IT'S TIME HE LEARNED THE FACTS OF LIFE...

...AND *DEATH!*

7

A FEW BLOCKS AWAY, AT THE SAINT LAUREN SUMMIT, ONE OF THE CITY'S MORE PRESTIGIOUS HOTELS...

...IN THE LUXURY SUITE RESERVED FOR THOMAS FIREHEART...

AH! NOTHING REFRESHES LIKE A HOT SHOWER!

I KNOW IT'S LATE, BUT I REALLY SHOULD CHECK IN WITH MY HOME OFFICE

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES...

THOMAS! I'M GLAD YOU CALLED.

GOOD NEWS. CONGRESSMAN CRESPI PHONED EARLIER TO SAY THAT THE CITY COUNCIL APPROVED--

"--THREE OF THE FOUR SITES FOR THE NEW SHOPPING MALLS YOU PLANNED TO BUILD!"

EXCELLENT!

I DON'T KNOW WHAT I'D DO WITHOUT JENNA TAYLOR TO RUN THINGS WHILE I WAS AWAY!

JUST HAVE TO MAKE ONE MORE CALL--

"--TO THE *ROSE!*"

IT'S FOR YOU, BOSS, THE PUMA!

GOOD EVENING, MY FRIEND...I TRUST ALL IS GOING WELL. YOU EXPECT TO COMPLETE YOUR MISSION TONIGHT? EXCELLENT!

B-ZIT

WHO CAN THAT BE?

I AM THE ARRANGER, AND I BRING YOU GREETINGS FROM--

--THE KINGPIN OF CRIME!

8

THE ROSE SEEMED A BIT DISTRACTED WHEN HE HUNG UP. I HOPE NOTHING'S WRONG. I HAVE YET TO COLLECT MY FEE.

HHM! I'M GLAD I REMEMBERED TO BRING A SPARE COSTUME. THE ONE I WORE EARLIER IS STILL IN DESPERATE NEED OF A GOOD DRY CLEANING.

A PITY I COULDN'T TRUST IT TO THE HOTEL'S VALET SERVICE--

--BUT THAT'S NOT AN OPTION IF ONE WISHES TO KEEP HIS IDENTITY A SECRET!

I MUST NOW DRIVE AWAY ALL EXTERNAL DISTRACTIONS...

MUST MARSHAL ALL OF MY THOUGHTS AND FOCUS INWARD...

MUST CONCENTRATE...

CONCENTRATE...

≥ARGGH≤

MOMENTS LATER, COVERING AN UNBELIEVABLE THIRTY-FIVE FEET WITH EVERY LEAP, THE PUMA BOUNDS ACROSS THE CITY'S ROOFTOPS...

THE HUNT IS ON!

AND, AT 410 CHELSEA STREET...

FEELING ANY BETTER--?

9

A LITTLE.

TELL ME MORE ABOUT THAT JOKER WHO ATTACKED ME!

THERE REALLY ISN'T MUCH MORE... EXCEPT TO SAY THAT HE WAS VERY KINKY-LOOKING! ALL COVERED WITH FUR!

CALLED HIMSELF... "PUMA"!

LIKE THE RUNNING SHOE--?! ≥*SHEESH*≤ WHERE DO THEY COME UP WITH THESE HOKEY NAMES?

WHO KNOWS?

I WOULDN'T WORRY ABOUT HIM, THOUGH. CONSIDERING THE WAY I CLOBBERED HIM THIS AFTERNOON, HE'D BE A FOOL TO RETURN FOR A REMATCH!

Y'KNOW, YOU NEVER DID TELL ME EXACTLY *HOW* YOU MANAGED TO BEAT HIM...

UH-OH! THIS ISN'T THE TIME TO TELL SPIDER ABOUT MY *BAD LUCK* POWERS!

WE'LL DISCUSS THAT LATER! RIGHT NOW, I'VE GOT TO BOOGIE--!

YOU'RE LEAVING? *NOW*--?!

WHY NOT? YOU CERTAINLY DON'T NEED ME TO NURSEMAID YOU ANYMORE! BESIDES, YOU KNOW HOW I HATE TO BE COOPED UP AT NIGHT!

WHAT ABOUT THIS PUMA CHARACTER? YOU MIGHT RUN INTO HIM AGAIN--!

SO? I'LL GIVE HIM YOUR REGARDS!

DON'T WORRY ABOUT ME, LOVER! I'LL BE BACK BEFORE YOU KNOW IT!

I'M JUST GONNA CATCH SOME FRESH AIR!

IT'S A SHAME I HAVE TO DESERT SPIDER LIKE THIS--

10

--BUT I WAS GOING STIR CRAZY IN THAT DREARY APART-MENT!

WHAT A HOLE! I'VE BEEN IN MAUSOLEUMS WHICH WERE LIVELIER!

SPRINGING TO A NEARBY BUILDING, THE BLACK CAT RACES INTO THE DEEPENING NIGHT...

AT LAST!

SPIDER-MAN IS ALONE! UNPROTECTED--!

AT THAT MOMENT...

PETER! YOU HOME--?

KNOK KNOK

THAT VOICE! CAN IT REALLY BE HER--?!

MARY JANE WATSON!

SURPRISED, TIGER? GOOD! I LIKE TO KEEP MY MEN OFF BALANCE!

YOU LOOKED A LITTLE DOWN THE LAST TIME I SAW YOU*.. SO I DROPPED BY TO BUOY YOUR SPIRITS! HERE--! I EVEN BROUGHT MY OWN WINE!

*SEE LAST ISSUE-- DANNY.

HEY! WHAT'S WITH THE DAMAGED WING? WHAT HAPPENED?!

IT'S NOTHING! I, ER, SPRAINED IT PLAYING RACQUETBALL.

GLAD TO HEAR IT ISN'T SERIOUS! I'D HATE FOR ANYTHING TO SPOIL OUR LITTLE PARTY!

11

WE HAVE SOME HEAVY CELEBRATING TO DO! I FINALLY MANAGED TO FIND STEADY MODELING WORK, AND I'M WALKING ON AIR!

THAT'S GREAT, MJ! I--

UH-OH! MY SPIDER-SENSE JUST KICKED IN! THERE'S DANGER--

"--LURKING OUTSIDE!"

GOT TO GET MARY JANE OUT OF HERE--BUT CAN'T LET HER KNOW ANYTHING'S WRONG!

LISTEN, LADY, I'D LOVE TO PARTY WITH YOU, BUT--

NO SALE, MR. PARKER!

THIS IS ONE TIME YOU CAN'T BRUSH ME OFF! I'M *NOT* LEAVING!

NOW, THEN, WHERE DO YOU KEEP YOUR CORKSCREW?

HM--?

NO TIME TO ARGUE! WHATEVER'S OUT THERE--

"--IS CLOSING IN ON US!"

SORRY, MJ, BUT YOU'VE REALLY GOT TO GO!

NOW--!

PETER! HAVE YOU LOST YOUR MIND?!

WHU--?! WHAT'S HAPPENING?

GOT TO SHOVE HER TO SAFETY BEFORE--

KRAASH!

÷*WHEW*÷ I BARELY HAD TIME TO GET MJ OUTSIDE BEFORE THIS CLOWN CRASHED IN! WHO IS HE-- AND WHAT DOES HE WANT?

SOMETHING TELLS ME I'D BETTER JAM THIS DOORFRAME SO THAT WE CAN'T BE DISTURBED!

SCRUTCH!

NOW, IF ONLY I CAN KEEP MY FACE COVERED... UNTIL MY COSTUME CAN DO ITS THING!

12

INCREDIBLE! THAT...THAT THING... LEAPED ACROSS THE ROOM AND MOLDED ITSELF AROUND SPIDER-MAN'S BODY! IF I HADN'T WITNESSED IT WITH MY OWN EYES--!

PUMA SHALL MAKE YOUR DEATH AS SWIFT--AND PAINLESS--AS POSSI-BLE!

GEE, THAT'S AWFULLY SPORTING OF YOU!

SO YOU'RE PUMA! NOW THAT WE'VE MET, I'D LIKE TO FORMALLY INTRODUCE YOU TO MY KNUCKLES!

≠UNH!≠ SHOULDN'T HAVE PULLED MY PUNCH! HIS JAW IS A LOT HARDER THAN IT LOOKS!

FWOK!

ARGGH!

SKRITCH!

FOOL! IT WILL TAKE MUCH MORE THAN A SINGLE BLOW TO STOP PUMA!

YOUR COSTUME--! CAN THE EVIDENCE OF MY HEIGHTENED SENSES BE TRUE?

NO! IT...IT JUST ISN'T POSSIBLE!

DOES MY COSTUME SPOOK YOU? IT SHOULD! IT CAME FROM AN ALIEN WORLD IN A DISTANT GALAXY--

--AND IT'S CAPABLE OF SOME PRETTY AMAZING TRICKS!

≠UNNN≠ I WISH MY BACK COULD HEAL ITSELF JUST AS QUICKLY!

MEANWHILE, OUTSIDE...

CAN'T HEAR WHAT'S BEING SAID BEHIND THIS DOOR, BUT ALL THAT CRASHING AROUND MEANS PETER'S IN TROUBLE! BIG TROUBLE!

PETER! PETER! ARE YOU ALL RIGHT IN THERE?

BWAM!

PETER--!

LET ME IN! PLEASE--!

13

BWAK!

FWAM!

IT'S NO USE! PUMA HAS THE ADVANTAGE IN CLOSE QUARTERS! I'VE GOT TO LURE HIM OUTSIDE-- WHERE I'LL HAVE MORE ROOM TO MANEUVER!

WHY DO YOU SEEK TO PROLONG THE INEVITABLE? YOU CAN'T AVOID ME FOREVER!

NO, BUT I CAN HAVE A LOT OF FUN TRYING--!

HE'S IN THE RIGHT SPOT AT LAST!

BANZAI!

THERE! HE DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD!

KRA-

ASH!

NOW, IF ONLY I CAN DIRECT OUR FALL--!

AND, AT THAT PRECISE MOMENT...

I DID IT! I FINALLY MANAGED TO FORCE THE DOOR OPEN!

FWOOK!

I'M HERE, PETER! I'M...

PETER--!

HE...HE'S GONE!

14

JUST THEN, AT A CERTAIN MIDTOWN SKYSCRAPER...

PLEASE MAKE YOURSELF COMFORTABLE...

...AS COMFORTABLE AS POSSIBLE!

WE HAVE MUCH TO DISCUSS!

ROSE, IT HAS COME TO MY NOTICE THAT YOU TOOK IT UPON YOURSELF TO ORDER THE EXECUTION OF SPIDER-MAN WITHOUT FIRST CONSULTING WITH ME!

EXPLAIN YOURSELF!

THE WEB-SWINGER WAS DISRUPTING MY OPERATIONS, MAKING IT DIFFICULT FOR ME TO RAISE MY MONTHLY REVENUE QUOTAS. SO, I ATTEMPTED TO SOLVE THE PROBLEM.

I FIND YOUR SOLUTION UNACCEPTABLE!

I DO NOT CHOOSE TO HAVE SPIDER-MAN KILLED...AT THIS TIME!

I TRUST MY POSITION IS CLEAR!

YES.

QUITE CLEAR.

ELSEWHERE...

PUMA! THIS IS CRAZY! INSANE--! WE'VE NEVER EVEN MET BEFORE TODAY! WHY ARE WE FIGHTING?

THE REASONS SHOULD BE OBVIOUS! YOU WISH TO PROLONG YOUR LIFE--

--WHILE I AM DETERMINED TO END IT!

15

HEY, I CAN'T FAULT YOUR LOGIC! IT'S CLEAR AND TO THE POINT! BUT IT DOESN'T ANSWER MY QUESTION! *WHY?*

WHY?!

BECAUSE I AM PUMA, AND YOU ARE MY CHOSEN PREY! =*UGNN*=

FWAK!

STAY STILL! ONE SOLID PUNCH IS ALL I NEED TO FINISH YOU OFF--!

SORRY TO DISAPPOINT YOU, BUT I'M NOT EXACTLY THE WORLD'S EASIEST PERSON TO HIT!

FWISSS!

UNBELIEVABLE! EVEN WITH HIS ARM IN A SLING, AND A SEVERELY INJURED BACK, HE STILL MANAGES TO AVOID MOST OF MY BLOWS!

HIS SPEED-- AND AGILITY-- MUST NEARLY EQUAL MY OWN!

UH-OH! IT MUST BE MORE THAN AN HOUR SINCE I FIRST WEBBED UP MY ARM! MY SLING IS EVAPO-RATING--!

NO TIME TO SPIN A NEW ONE! MY SPIDER-SENSE IS TINGLING! PUMA MUST BE GETTING READY TO--

"--ATTACK!"

I'VE GOT YOU NOW!

=*UFF*= COULDN'T AVOID HIS LEAP! MY INJURIES MUST BE SLOWING ME DOWN A LOT MORE THAN I REALIZED!

HIS MOMENTUM FORCED US OVER THE ROOFTOP'S EDGE! WE'LL BOTH BE SPLATTERED ON THE STREETS BELOW, UNLESS--!

16

=ARGGH= MANAGED TO SNAG THAT BUILDING'S CORNICE, BUT MY ARM--! THE PAIN IS INCREDIBLE!

PWIP!

GOTTA SWING US TOWARD ONE OF THOSE WINDOWS! *FAST*--!

BWASH!

=WHEW= I DID IT! LOOKS LIKE SOME SORT OF EXECUTIVE ATHLETIC CLUB!

I FEAR THAT I HAVE GREATLY UNDERESTIMATED YOUR ABILITIES, SPIDER-MAN! YOU ARE FAR MORE POWERFUL AND RESOURCEFUL THAN I FIRST IMAGINED!

THAT LITTLE MANEUVER WASN'T WHAT *I* HAD IN MIND, BUT IT PROVED TO BE QUITE EFFECTIVE!

THANKS! YOU'RE PRETTY TRICKY YOURSELF.

I'D REALLY LIKE TO KNOW HOW YOU EVER MANAGED TO TRACK ME DOWN TO THAT APARTMENT WHERE I WAS STAYING!

I AM A HUNTER WITHOUT PEER! I MERELY FOLLOWED YOUR SPOOR.

MY SENSES CAN BE HEIGHTENED UNTIL THEY OPERATE ON ALMOST MYSTICAL LEVELS!

ONCE I'VE BEEN EXPOSED TO A PREY'S INDIVIDUAL SCENT, IT CAN NEVER ESCAPE ME!

I'LL SAY ONE THING FOR YOU, PUMA--YOU DON'T LACK FOR CONFIDENCE!

CAREFUL! YOU MUSTN'T WEAR YOURSELF OUT BY SWINGING WILD LIKE THAT! AFTER ALL--

--THIS WORKOUT HAS BARELY BEGUN!

YOU MOCK ME!

NO ONE CAN DO THAT AND LIVE!

C'MON, PUMY, EVERY RULE HAS ONE EXCEPTION--

17

--AND, IN THIS CASE, IT'S *ME!*

PWIP!

PWIP!

SPOWT

AMAZING--!

HE MANAGED TO WEB MY WEAPON TO THE WALL... JUST AS I WAS ABOUT TO THROW IT!

UGN! CAN'T RIP IT FREE!

WAIT--! CAN MY HEIGHTENED SENSES BE TELLING ME THE TRUTH?!

I HAD ALWAYS ASSUMED THAT SPIDER-MAN'S WEBBING WAS SOMETHING ARTIFICIAL--A MAN-MADE SUBSTANCE--BUT NOW, AFTER TOUCHING IT, I REALIZE I WAS WRONG!

IT'S ORGANIC!

"ORGANIC"?!

ARE YOU SURE--?!

STOP TRYING TO PLAY ME FOR A FOOL, SPIDER-MAN! THAT ONLY SERVES TO INCREASE MY FURY--!

YOU MUST KNOW WHAT YOUR WEBBING'S COMPOSED OF--!

YEOW!

CAN'T ARGUE WITH PUMA NOW!

THAT'S A TON AND A HALF OF UNIVERSAL GYM BEARING DOWN ON ME! GOT TO LEAP ASIDE--!

18

BUT THEN, EVEN AS SPIDER-MAN BOUNDS TO SAFETY--

SPWAMM!

NO--! I SHOULDN'T HAVE LOST MY TEMPER LIKE THAT! INNOCENT LIVES WILL BE LOST WHEN THAT THING HITS THE STREET!

PWIP!

SPIDER-MAN! STOP--! WHERE DO YOU THINK YOU'RE--

"--GOING?!"

IT'S A GOOD THING I CAN STICK TO ANY SURFACE, BECAUSE I'VE GOTTA ANCHOR MYSELF TO THIS WALL--

--AND PRAY THAT THERE'S STILL TIME TO PREVENT THAT ONE TON TERROR FROM SQUASHING ANYONE!

TRIGGERED BY SPIDER-MAN'S THOUGHTS, TWIN STRANDS OF WEBBING RACE TOWARD THE PLUMMETING UNIVERSAL --

--SNAGGING IT IN MID-AIR--!

THOUGH THE WEBBING IS STRETCHED TO ITS MAXIMUM CAPABILITIES, IT HOLDS!

BUT...

=ARGH= PAIN IN MY ARM--! UNBELIEVABLE! BUT I GOTTA HOLD ON--!

RIPPP!

OH, NO! THE WALL CAN'T CAN'T SUPPORT THE ADDED WEIGHT! I'M BEING PULLED FREE--!

19

QUAMM!

IF SPIDER-MAN HADN'T DIVERTED THAT THING--!

WHAT ABOUT THE WEB-SWINGER HIMSELF?

"--HE'S FALLING!"

MUST REMAIN CALM! LIMP--!

IF I CAN HIT THE ROOF OF THAT BUS JUST RIGHT, THE IMPACT WILL BE EQUALLY DISTRIBUTED ACROSS MY ENTIRE BODY! IF NOT--

KA-VWAM!

SPIDER-MAN APPEARS TO HAVE SURVIVED HIS FALL! *GOOD!* HE IS A COURAGEOUS FOE--AND DESERVES A BETTER DEATH!

I COULD EASILY CRUSH HIM NOW...

...BUT THAT WOULD BE UNWORTHY OF ME!

I PREFER TO WAIT UNTIL HE HAS HAD A CHANCE TO RECOVER--TO REGAIN HIS FULL POWER!

ONLY THEN, WILL PUMA RETURN--

--TO CLAIM A VICTORY WORTH SAVORING!

PUMA'S GETTING AWAY! SWELL--! I'M NOT IN ANY SHAPE TO GO CHASING AFTER HIM! WONDER WHEN WE'LL MEET AGAIN?

SOMETIME LATER, AT THE SAINT LAUREN SUMMIT...

ONCE I FINISH PACKING, I'LL PHONE THE ROSE AND INFORM HIM OF MY DECISION TO TEMPORARILY POSTPONE OUR CONTRACT!

BING BONG

THE DOORBELL!

HIYA, PAL, WE'VE GOT A MESSAGE FOR YOU... FROM THE ROSE.

REALLY?

PLEASE COME IN...

20

HOW DID PUMA RE-ACT TO THE NEWS THAT WE WERE CANCELING HIS CONTRACT?

REAL GOOD.

IN FACT, HE LOOKED A LITTLE RELIEVED...

I TRUST YOU INFORMED HIM THAT HE WILL BE ADEQUATELY COMPENSATED FOR HIS TIME--?

YEAH! HE WAS PLEASED TO HEAR THAT, TOO!

WHAT ABOUT THE KINGPIN, BOSS? ARE YOU GOING TO LET HIM GET AWAY WITH MUSCLING YOU AROUND?

ONE MUST BE A REALIST IN THESE MATTERS, MR. JOHNSTON. THE KINGPIN OF CRIME CURRENTLY HOLDS ALL THE CARDS. IT WOULD BE PURE SUICIDE TO DEFY HIM.

PERHAPS THAT CAN CHANGE... WITH *MY* HELP!

WHO--?!

ALLOW ME TO INTRODUCE MYSELF! I AM...

HOBGOBLIN!

FOR A SEEMINGLY ETERNAL INSTANT, THE ROSE STUDIES THE MYSTERIOUS FIGURE WHO HOVERS IN THE AIR BEFORE HIM!

AND THEN, BENEATH HIS LEATHER MASK, THE ROSE BEGINS TO SMILE! AND PLAN--!

21

AT THAT EXACT MOMENT, A TAXI DISCHARGES A PASSENGER AT 410 CHELSEA STREET...

HOME AT LAST! THAT TUSSLE WITH PUMA LEFT ME SO WRECKED--THAT I BARELY HAD ENOUGH STRENGTH TO CHANGE INTO MY CIVVIES--AND FLAG DOWN THIS HACK!

=WHEW= WHAT A DAY! MY BACK IS KILLING ME, AND MY ARM FEELS WORSE!

AND MY MIND IS BUZZING WITH SO MANY UNANSWERED QUESTIONS!

WHY DID PUMA ATTACK ME IN THE FIRST PLACE? WHY DIDN'T HE FINISH ME OFF WHEN HE HAD THE CHANCE?

HMM! SOUNDS LIKE SOMEONE'S INSIDE MY APARTMENT! I WONDER IF FELICIA'S BACK--?

MARY JANE--?! OMIGOSH, I HAD FORGOTTEN ALL ABOUT HER!

PETER--!

YOU'RE BACK! YOU'RE SAFE--!

ALL THAT CRASHING AND SHOUTING--! I THOUGHT I'D GO OUT OF MY MIND!

EVERYTHING'S ALL RIGHT, MJ! THOSE SOUNDS YOU HEARD WERE ONLY, ER, ONLY...

YOU DON'T HAVE TO MAKE UP ANOTHER ONE OF YOUR PHONY EXCUSES, PETER! NOT NOW--!

I KNOW THE TRUTH! THE *REAL* TRUTH!

WHAT ARE YOU TALKING ABOUT?

I'VE KNOWN YOUR SECRET FOR YEARS! UP UNTIL TODAY, I ALWAYS THOUGHT I COULD COPE WITH IT IF I EVER HAD TO EXPERIENCE IT FIRSTHAND--BUT I CAN'T! *I CAN'T--!*

I JUST CAN'T COPE WITH THE FACT THAT PETER PARKER IS SECRETLY *SPIDER-MAN!*

TO BE CONTINUED--!

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the AMAZING SPIDER-MAN

STAN LEE PROUDLY PRESENTS A STUNNING NEW CHAPTER IN THE LIFE OF...

SPIDER-MAN™

"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"

ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR **PETER PARKER.** IN HIS COSTUMED IDENTITY AS THE AMAZING **SPIDER-MAN,** HE HAS ALREADY FACED DEATH AT THE HANDS OF **SILVERMANE*** AND THE MAN-BEAST KNOWN AS **PUMA****...

AND NOW, AS HE RETURNS TO HIS CHELSEA APARTMENT, HE IS GREETED BY **MARY JANE WATSON,** ONE OF HIS OLDEST, DEAREST FRIENDS, WHO STAGGERS HIM WITH A MOST STARTLING REVELATION...

TOM DEFALCO -- WRITER
RON FRENZ --PENCILER
JOSEF RUBINSTEIN --INKER
JOE ROSEN --LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH --EDITOR
JIM SHOOTER --EDITOR-IN-CHIEF

I KNOW YOUR SECRET, PETER! I'VE KNOWN IT FOR YEARS!

YOU ARE SPIDER-MAN!

*SPECTACULAR SPIDER-MAN #94 & #95.
**AMAZING SPIDER-MAN #256 & 257--DANNY.

MY SECRET IDENTITY--! SHE KNOWS!

SHE KNOWS!

THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!*

MY SPIDER-SENSE WARNED ME OF HIS APPROACH IN SUFFICIENT TIME TO SHOVE HER INTO THE HALLWAY--OUT OF HARM'S WAY--BUT SHE MUST HAVE HEARD THE COMMOTION WHEN HE ATTACKED ME!

*SEE LAST ISSUE FOR DETAILS-- DANNY.

MARY JANE! WAIT--!

WE HAVE TO TALK!

WHAT'S THE USE, PETER?

YOU'RE ONLY GOING TO LIE TO ME!

YOU'LL DENY EVERYTHING, AND I REALLY CAN'T BLAME YOU!

AFTER ALL, HOW COULD YOU EVER CONFIDE IN AN AIRHEAD LIKE MARY JANE WATSON?!?

MARY JANE, PLEASE--!

I CARE ABOUT YOU, PETER! I REALLY DO! BUT YOU COME WITH SO MUCH BAGGAGE! YOU CAN'T IMAGINE HOW HARD IT IS TO ACCEPT THE FACT THAT ONE OF MY CLOSEST FRIENDS IS CONSTANTLY OUT RISKING HIS LIFE!

THAT'S WHY I ORIGINALLY LEFT NEW YORK!

I JUST COULDN'T TAKE IT ANYMORE!

2

I HAD TO GET AWAY FROM YOU... AND SPIDER-MAN!

UH-OH! AS IF I DIDN'T HAVE ENOUGH TO WORRY ABOUT, I SENSE SOMEONE OUTSIDE MY WINDOW--!

HAS PUMA RETURNED TO STRIKE AGAIN?!

OH--!

WHAT'S HAPPENING, LOVER? I JUST STOPPED BY TO--

÷WHOOPS÷

IT'S TRUE. IT'S ALL TRUE!

OH, *NO!* THE BLACK CAT JUST BLEW MY SECRET IDENTITY FOR SURE!

I... I GUESS I SHOULD BE GOING!

NO!

OF COURSE SHE SHOULD GO! SHE DOESN'T BELONG HERE!

MARY JANE, DON'T--!

CAT, PLEASE--!

WHO IS SHE?

WHAT'S SHE DOING HERE?

WHY DON'T YOU ANSWER ME?

GOODBYE, PETER!

MARY JANE!

PLEASE

DON'T

GO

PLEASE...

LET HER GO, LOVER! YOU DON'T NEED THAT BIMBO!

WHO *IS* SHE ANYWAY?

SHE'S A FRIEND, CAT! *A FRIEND!* BUT YOU JUST RUINED EVERYTHING!

HOW MANY TIMES HAVE I WARNED YOU ABOUT COMING IN MY FRONT WINDOW? *HOW MANY?!*

NO SALE, PARTNER! I'M NOT TAKING ANY OF YOUR GRIEF! NOT NOW--!

YOU'RE JUST MAD 'CAUSE I SCARED YOUR CUTIE!

WELL, I'M GLAD I DID! I THOUGHT WE HAD AN UNDERSTANDING! I THOUGHT YOU LOVED ME--!

I GUESS I WAS WRONG...

NO, CAT! *WAIT--!* YOU DON'T UNDERSTAND!

NO!

I WON'T LET YOU RUN OUT ON ME, TOO!

PWIP!

SUDDENLY, A SLENDER STRAND OF WEBBING BURSTS FROM PETER PARKER'S JACKET--

--STARTLING HIM NO LESS THAN THE BLACK CAT!

HEY!

YOU...WEBBED ME... BUT YOU DIDN'T EVEN *TRY* TO STOP HER! THAT MUST MEAN...

OH, SPIDER! I'M SO SORRY I DOUBTED YOU! CAN YOU EVER FORGIVE ME?

YEAH, SURE...

THAT WEBBING REALLY THREW ME!

THOUGH HIS JACKET RESEMBLES ORDINARY CLOTH, PETER PARKER KNOWS THAT IT IS SECRETLY AN ALIEN, BLACK COSTUME, ACQUIRED ON A DISTANT PLANET, WHICH CAN ASSUME ANY APPEARANCE HE DESIRES...*

I...NEVER REALIZED MY COSTUME COULD DO THAT--

* *SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES, ON SALE NOW -- DANNY.*

--WHILE IT WAS STILL DISGUISED TO LOOK LIKE CIVVIES!

I'D BETTER BE MORE CAREFUL IN THE FUTURE!

I KNOW SO LITTLE ABOUT THIS COSTUME, AND ITS WEIRD ABILITIES--!

THAT TROUBLES ME. A LOT!

4

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES

WILL THAT BE ALL, MR. FIREHEART?

YES, WILLIS. PICK ME UP AT THE USUAL TIME.

THOMAS, YOU'RE BACK--! HOW WAS YOUR TRIP TO NEW YORK?

INTERESTING, BUT NOT QUITE AS SUCCESSFUL AS I'D HOPED. WHAT'S NEW HERE?

HMM! LET'S SEE...

THE GOVERNOR CALLED. HE'D LIKE AN APPOINTMENT THIS THURSDAY.

FINE!

ER... JENNA, BEFORE WE GET BOGGED DOWN WITH BUSINESS, I HAVE A JOB FOR YOU...

ASSEMBLE A DOSSIER ON THE NEW YORK VIGILANTE WHO GOES BY THE NAME OF *SPIDER-MAN!*

GET EVERYTHING YOU CAN ON HIM! I AM ESPECIALLY INTERESTED IN ANY FILMS WHICH SHOW HIM IN ACTION.

I UNDERSTAND, THOMAS.

I KNEW YOU WOULD.

I KNOW JENNA DOESN'T APPROVE OF MY ACTIVITIES AS *PUMA*, BUT THAT CAN'T BE HELPED. MY FIRST ENCOUNTER WITH SPIDER-MAN ENDED IN A STALEMATE. I INTEND TO BE BETTER PREPARED FOR OUR NEXT MEETING.

OUR NEXT AND *FINAL* MEETING!

5

MEANWHILE, AT 410 CHELSEA STREET...

THERE! THAT OUGHT TO KEEP OUT ANY MORE UNWANTED VISITORS!

BWAK! BWAK! BWAK!

PUMA REALLY DID A JOB ON THIS WINDOW!*

BWAK! BWAK!

WHICH BRINGS UP ANOTHER PROBLEM! THE GUY MAY NOT REALIZE THAT PETER PARKER IS SPIDER-MAN, BUT HE DOES KNOW WHERE I LIVE!

*SEE LAST ISSUE-- DANNY.

SO WHAT DO I DO--*MOVE*?!

I CAN'T EVEN AFFORD THIS DIVE!

GUESS I OUGHT TO TRY MARY JANE AGAIN! THE LADY AND I HAVE TO TALK!

MOMENTS LATER, AT A FASHIONABLE UPPER WEST SIDE BROWNSTONE...

BRR-INGG!

BRR-INGG!

I WISH I COULD SAY GOODBYE TO YOU, PETER--

BRR-INGG!

--BUT IT'S BETTER FOR BOTH OF US IF I JUST QUIETLY VANISH OUT OF YOUR LIFE!

OH--!

THAT PHOTO MUST HAVE BEEN TANGLED UP WITHIN THIS BLOUSE!

6

GAYLE AND THE BOYS--!

OH, NO! IT'S HAPPENING ALL OVER AGAIN--!

I'M RUNNING OUT ON PETER JUST LIKE I RAN OUT ON MY OWN SISTER!

BRR-INGG!

WHY? WHY CAN'T I EVER STOP RUNNING?!

NO ANSWER! IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!

"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT...

"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"

YEAH, THAT WOULD REALLY WOW HER!

AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...

MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!

JOE ROBERTSON IS GIVING ME HASSLES AT WORK!

MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!

AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!

=SHEESH= WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?

IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!

THAT FRIGHTENS ME...

7

SOON, A TROUBLED SLEEP CLAIMS THE TIRED, BROODING YOUNG MAN. BUT, SHORTLY AFTER IT DOES...

...HIS UNCANNY COSTUME BEGINS TO STIR!

SERPENTLIKE, IT GLIDES ACROSS THE FLOOR, REACHING FOR HIM--

--FLOWING OVER HIM, UNTIL IT COVERS HIS ENTIRE BODY!

AND THEN...

AND YET, EVEN THOUGH SPIDER-MAN HAUNTS THIS NIGHT, AGILELY SPRINGING FROM ROOFTOP TO ROOFTOP...

...IF WE COULD PEER BENEATH HIS MASK, WE WOULD SEE THAT PETER PARKER IS OBLIVIOUS TO ALL!

HE SLEEPS--

--AND DREAMS!

GASP

G-GOTTA KEEP RUNNING! CAN'T STOP--!

I CAN SENSE SOMETHING BEHIND ME! SOMETHING MONSTROUS!

IT'S GAINING ON ME! GETTING CLOSER--! CLOSER--!

ARGHH!

WAIT--! I CAN SEE IT BREAKING THROUGH THE MIST!

NO! IT CAN'T BE--! NOT YOU!

NOT YOU--!

SWAK!

WHA--? SOMETHING'S FORCING IT BACK! PUSHING IT AWAY--!

OH NO--!

IT... CAN'T BE!

PWAM!

I GOTTA GET AWAY FROM THESE MONSTERS BEFORE THEY KILL ME!

=UGNN=

NO! NO! LET ME GO!

STOP IT! PLEASE--! YOU'RE HURTING ME!

YOU'RE TEARING ME APART!

NOOOOO!

=WHEW= TALK ABOUT *GRADE A* NIGHTMARES!

AND I LOOKED LIKE I DID IN HIGH SCHOOL--!

WISH I KNEW WHAT TO MAKE OF THAT!

HEY!

THAT DREAM MUST HAVE SPOOKED ME MORE THAN I REALIZED!

IT LOOKED LIKE MY COSTUME WAS MOVING JUST THEN--

--BUT I DIDN'T THINK IT COULD DO THAT WITHOUT AT LEAST SOME SORT OF MENTAL COMMAND FROM ME!

UH-OH! IT'S LATER THAN I THOUGHT! MUST BE LATE AFTERNOON!

LOOKS LIKE I SLEPT THROUGH ANOTHER DAY!

I'VE BEEN DOING THAT LATELY! IN FACT, I'VE BEEN DOING A LOT OF STRANGE THINGS...

WELL, I CAN'T KEEP LIVING ON THE EDGE LIKE THIS--!

I'VE JUST GOT TO GET MYSELF TOGETHER! GOT TO TAKE CHARGE OF MY LIFE!

AND, I'M GOING TO START BY GETTING SOME HARD ANSWERS ABOUT MY COSTUME...

10

AND SO, SOMETIME LATER...

THERE'S MY DESTINATION!

THE *BAXTER BUILDING*-- HEADQUARTERS OF THE *FANTASTIC FOUR!*

REED RICHARDS ONCE VOLUNTEERED TO ANALYZE MY COSTUME FOR ME!

BUT I JUST NEVER MADE THE TIME TO DROP IN ON HIM... UNTIL NOW!

HOPE HE'S HOME!

I WONDER IF I SHOULD HAVE PHONED AHEAD FOR AN APPOINTMENT?

UNKNOWN TO SPIDER-MAN, SCANNERS-- LOCATED ON THE BUILDING'S ROOFTOP -- ARE ALREADY AWARE OF HIS PRESENCE...

AND, ONCE THEY HAVE CONFIRMED HIS IDENTITY...

THIS WINDOW SUDDENLY OPENED IN FRONT OF ME! AND SINCE I'M NOT GETTING ANY SPIDER-SENSE DANGER WARNING TINGLE...

...I MIGHT AS WELL TAKE ADVANTAGE OF IT!

GREETINGS, SPIDER-MAN!

WHA--?! WHO ARE YOU?

I AM H.U.B.E.R.T.

MR. FANTASTIC AND THE HUMAN TORCH HAVE ALREADY BEEN NOTIFIED OF YOUR ARRIVAL. I SHALL ESCORT YOU TO THEM.

YEAH, THANKS.

I SHOULD HAVE REALIZED THAT *FF* HEADQUARTERS WOULD BE PROTECTED AGAINST SURPRISE VISITORS!

MOMENTS LATER...

YOU MAY ENTER THE THIRD LABORATORY ON THE LEFT. THEY ARE WAITING FOR YOU INSIDE.

WOW! THIS PLACE IS HUGE! AWESOME--!

HIYA, WEBS!

I'M SORRY THAT THE TORCH AND I COULDN'T BE THERE TO GREET YOU WHEN YOU ARRIVED, SPIDER-MAN, BUT WE WERE RIGHT IN THE MIDDLE OF A VERY IMPORTANT EXPERIMENT IN HEAT CONVERSION.

11

LONG TIME NO SEE, SPIDEY!

WHY THE UNEXPECTED VISIT?

I...ER...COULD USE SOME HELP, MATCHSTICK!

MY NEW COSTUME HAS BEEN ACTING KIND'A WEIRD LATELY, AND I WAS WONDERING IF...

NO PROBLEM, SON! I'D BE GLAD TO EX-AMINE IT FOR YOU!

IN FACT, I WAS HOPING YOU'D TAKE ME UP ON MY EARLIER OFFER!

JUST RELAX--! IT WILL ONLY TAKE ME A FEW MINUTES TO ASSEMBLE THE PROPER TESTING EQUIPMENT.

I DON'T WANT TO ALARM SPIDER-MAN UNNECESSARILY, BUT IF WHAT I SUSPECT IS TRUE... THIS COSTUME IS FAR MORE THAN IT APPEARS TO BE!

MOMENTS LATER, THE TESTS BEGIN...

HM! NO TRACE OF ANY MECHANICAL STRUCTURES!

WHERE CAN THAT WEBBING BE ORIGINATING FROM?

PWIP!

IT CAN APPARENTLY MIMIC ANY OUTWARD APPEARANCE THAT YOU CAN PICTURE IN YOUR MIND! FASCINATING--!

AND THE WAY IT FLOWS ON AND OFF YOUR BODY--! AMAZING!

MEANWHILE, ACROSS TOWN--

--AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS...THE ROSE!

MR. JOHNSTON! MR. VARLEY!

I WISH YOU TWO WOULD STOP GAWKING AT OUR GUEST.

IT IS RATHER RUDE.

YOU NEEDN'T STAND ON SUCH CEREMONY, ROSE! I'M QUITE USED TO PEOPLE STARING AT ME!

AFTER ALL, WHO WOULDN'T BE IMPRESSED BY--

--THE HOBGOBLIN!

YES, YOU ARE IMPRESSIVE. I'LL GIVE YOU THAT!

HOWEVER, BEFORE I LISTEN TO WHATEVER PROPOSALS YOU WISH TO MAKE, THERE IS ONE SMALL MATTER WHICH CONCERNS ME!

ACCORDING TO SOME VERY RELIABLE WITNESSES, THE HOBGOBLIN IS DEAD*...

AS YOU CAN SEE FOR YOURSELF, THE RUMORS OF MY DEATH ARE GREATLY EXAGGERATED!

SEE ISSUE 251 -- DANNY.

PERHAPS. AND YET, ANY MAN CAN DON A COSTUME... EVEN ONE AS OUTLANDISH AS YOURS.

I TRUST YOU WILL NOT OBJECT TO A LITTLE TEST.

BZ-ZAT!

13

A TEST? OH, COME NOW, ROSE...

ONLY CHILDREN AND AMATEURS NEED TESTS...SO THAT THEY CAN PROVE THEIR SKILLS!

I AM THE HOBGOBLIN--

-- AND I WOULD FIND THIS WHOLE CHARADE INSULTING...

...WERE IT NOT SO *AMUSING!*

AARGH!

ENOUGH!

FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!

NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?

I BELIEVE YOU HAVE A PROPOSITION...

I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--

I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!

I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!

--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... *SPIDER-MAN!*

14

MEANWHILE...

TELL ME, WEBS, DO YOU EVER THINK ABOUT THE BEYONDER'S PLANET?

SOMETIMES... LATE AT NIGHT... BUT I WISH I DIDN'T!

WHEN I REMEMBER WHAT GALACTUS HAD PLANNED TO DO TO US--!* WELL, I STILL GET THE SHAKES!

REFRESHMENTS, GENTLEMEN?

* SEE THE SECRET WARS--DANNY.

HEY--! THAT'S NEAT THE WAY YOUR COSTUME MELTS AWAY FROM YOUR MOUTH LIKE THAT!

YEAH, I JUST HOPE REED CAN EXPLAIN HOW IT DOES THESE TRICKS!

MAYBE HE'S GOT IT FIGURED OUT BY NOW. LET'S GO SEE...

HOW'S IT GOING, REED?

ALMOST THROUGH! JUST RECHECKING THIS DATA!

THESE RESULTS ARE ALMOST TOO STARTLING TO BELIEVE--!

SPIDER-MAN, UP UNTIL NOW, YOU'VE BEEN UNDER THE IMPRESSION THAT YOUR COSTUME IS COMPOSED OF AN ALIEN MATERIAL WHICH POSSESSES MANY RATHER UNIQUE ABILITIES...

UNFORTUNATELY, THIS ISN'T THE CASE!

YOU ARE WEARING A HIGHLY EVOLVED *SYMBIOTE*-- A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU BOTH MENTALLY AND PHYSICALLY!

YOU MEAN... IT'S ALIVE?!

15

YOU'RE KIDDING, RIGHT?!

THIS IS A GAG!?!

I'M AFRAID NOT!

I SUGGEST YOU REMOVE IT IMMEDIATELY!

OKAY, SURE--

YEOW! I CAN'T--!

I'M ORDERING IT TO GET OFF ME-- BUT IT WON'T BUDGE!

IN FACT, IT'S GETTING TIGHTER! CRUSHING ME--!

OH, NO! IT'S JUST AS I FEARED--!

THE COSTUME IS AFRAID OF BEING SEPARATED FROM ITS HOST! IT'S ATTEMPTING TO PERMANENTLY GRAFT ITSELF TO SPIDER-MAN'S BODY!

WHAT SHOULD I DO, REED? TRY BURNING IT OFF HIM?

NO! THAT'S MUCH TOO DANGEROUS! YOU MIGHT SCORCH SPIDER-MAN IN THE PROCESS!

WE'LL HAVE TO TRY SOME-THING ELSE--!

WITHOUT ANOTHER WORD, MR. FANTASTIC STRETCHES HIS ARM DOWN A MAZE OF CORRIDORS--

16

--UNTIL, UNERRINGLY, IT REACHES HIS GOAL--

--HIS SONIC BLASTER!

AND THEN...

ARE YOU SURE THIS IS GOING TO WORK?

NO, BUT WE CAN PRAY--!

HURRY! PLEASE--!

IT'S WORKING--! THE SONIC WAVES ARE DRIVING IT OFF SPIDER-MAN'S BODY!
GET READY, JOHNNY--!
I READ YOU LOUD AND CLEAR, BOSS-MAN!
FLAME ON!
THERE--! I'VE ENCIRCLED IT WITHIN A WALL OF FLAME!
GOOD WORK!
NOW, AS IT TRIES TO LEAP OVER THE FLAMES--
--ALL I HAVE TO DO IS SCOOP IT INTO THIS SPECIAL CONTAINER...
...WHICH CAN LATER BE PROGRAMMED TO DUPLICATE ITS ORIGINAL ALIEN ENVIRONMENT!
IF YOU SAY SO!
HEY, SPIDEY--
--WHY ARE YOU COVERING YOUR FACE? YOU CAN'T BE *THAT* UGLY!
GIVE ME A BREAK, TORCH!
YOU MAY NOT HAVE A SECRET IDENTITY, BUT *I* DO!
RELAX, SON! I'M CERTAIN THE TORCH CAN RUSTLE UP SOMETHING FOR YOU!
YEAH, LEAVE EVERYTHING TO ME!
HM--!
AND SHORTLY...
PREEEESENTING...THE ALL-NEW, TOTALLY REVAMPED ***SPIDER-MAN!***
VERY FUNNY, FLAMEBRAIN! I'LL GET YOU FOR THIS--!
COULDN'T BE HELPED, WEBS! IT WAS EASY ENOUGH TO DIG UP AN OLD COSTUME FOR YOU TO SLIP INTO--
--BUT ;HEH HEH; WE WERE A LITTLE SHORT ON MASKS...
17

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13

"--GUNSHOTS!"

LIQU

BLANG! BLANG!

POLICE

KA-POW!

OF ALL THE BLASTED LUCK--! THIS WOULD HAVE BEEN A SIMPLE HIT AND RUN IF THAT STUPID COP HADN'T STUMBLED ONTO THE SCENE!

COVER ME, HARRY! I THINK I'VE GOT A GOOD ANGLE ON HIM!

GO TO IT, KID! TAKE HIM--!

BLANG! BLANG! BLANGG!

:UNN:

I WINGED HIM!

GOOD SHOT, KID!

LET GO OF ME!

I GOT US A HOSTAGE! NOTHING CAN STOP US NOW--!

KA-SPWAT!

WANNA BET?

GOTTA MAKE THIS SHORT AND SWEET!

THAT COP WASN'T SERIOUSLY INJURED, BUT HE DOES NEED MEDICAL ATTENTION!

19

THREE DOWN, AND ONLY LAUGHING BOY TO GO--!

=SHEESH= I GOTTA KEEP THIS MASK FROM FALLING OFF MY FACE! I WONDER IF I LOOK AS DUMB AS I FEEL?

WH-WHO ARE YOU? WHAT DO YOU WANT?

ME? I'M JUST YOUR FRIENDLY NEIGHBORHOOD TRAVEL AGENT!

AND I'M HERE TO PRESENT YOU WITH A FREE TICKET TO LOOSE TOOTH CITY!

FWAK!

PLEASANT DREAMS, CHUCKLES!

YOU ALL RIGHT, LADY?

I...ER... THINK SO, THANKS!

LOOKS LIKE POLICE REINFORCEMENTS HAVE FINALLY ARRIVED--

--AND THEY'VE BROUGHT A WHOLE PASSEL OF REPORTERS WITH THEM!

OH, NO!

HOLD ON, FELLA! WE'D LIKE TO ASK YOU SOME QUESTIONS!

YOU'RE UNARMED! HOW'D YOU EVER SUB-DUE FOUR GUNMEN?

WHY ARE YOU WEARING AN OUTDATED FANTASTIC FOUR COSTUME? ARE YOU A NEW MEMBER--OR DO YOU PLAN TO APPLY FOR MEMBERSHIP?

WHO ARE YOU? WHY ARE YOU DRESSED LIKE THAT?

IS THIS SOME SORT OF SUPER HERO INITIATION PRANK?

PLEASE LOOK THIS WAY--!

20

WHERE DID YOU COME FROM?
WHY ARE YOU HERE?
WHAT DO YOU CALL YOURSELF?
DO YOU HAVE ANY SUPER POWERS?
POP
FLASH
POP
WHAT'S THE SIGNIFICANCE OF THE PAPER BAG?
LET ME OUT OF HERE!

WOW! DID ANYONE CATCH THAT ON FILM? HE MUST HAVE LEAPED TWENTY-FIVE FEET STRAIGHT UP!
KICK ME
GOT TO GET AWAY--!

MINUTES LATER...
WHY ME?
I CAN'T BELIEVE ALL THAT'S HAPPENED IN THE LAST TWENTY-FOUR HOURS!
MARY JANE ANNOUNCED THAT SHE'S ALWAYS KNOWN THAT I'M SPIDER-MAN! I HAVE AN ARGUMENT WITH THE BLACK CAT, AND A REAL DOOZIE OF A NIGHT-MARE!
21

NOT ONLY DO I LEARN THAT MY COSTUME'S ALIVE, BUT I'M ALSO MADE THE BUTT OF ONE THE HUMAN TORCH'S SICK PRANKS!
AND NOW, I'VE BEEN TOTALLY HUMILIATED
WHAT MORE COULD GO WRONG?

WHAT THE--?!
SNOW!

SWELL! NOW, IT'S SNOWING...IN THE MIDDLE OF THE SUMMER!
I DON'T KNOW WHAT'S GOING ON. I DON'T *WANT* TO KNOW.* I JUST WANT TO GO HOME, AND FORGET THIS DAY EVER STARTED
KICK ME
*IF YOU'RE CURIOUS, DEAR READER, I SUGGEST YOU PICK UP A COPY OF THOR #349, ON SALE SOON --DANNY.

MUCH LATER...

...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--

-- HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBING A LIQUOR STORE THIS AFTERNOON!

OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...

DAY IN EVE WAY I AM GETTI BETTE AND BETTE BURMA S

GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!

HMMM...

THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!

NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...

LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... UH-OH!

KNOCK! KNOCK!

I'M COMING--!

MARY JANE--?!

HELLO, PETER. CAN I COME IN?

HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?

YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!

I KNOW.

LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.

MARY JANE, I...

NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU...ABOUT US... AND I'VE COME TO A DECISION.

I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...

22

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

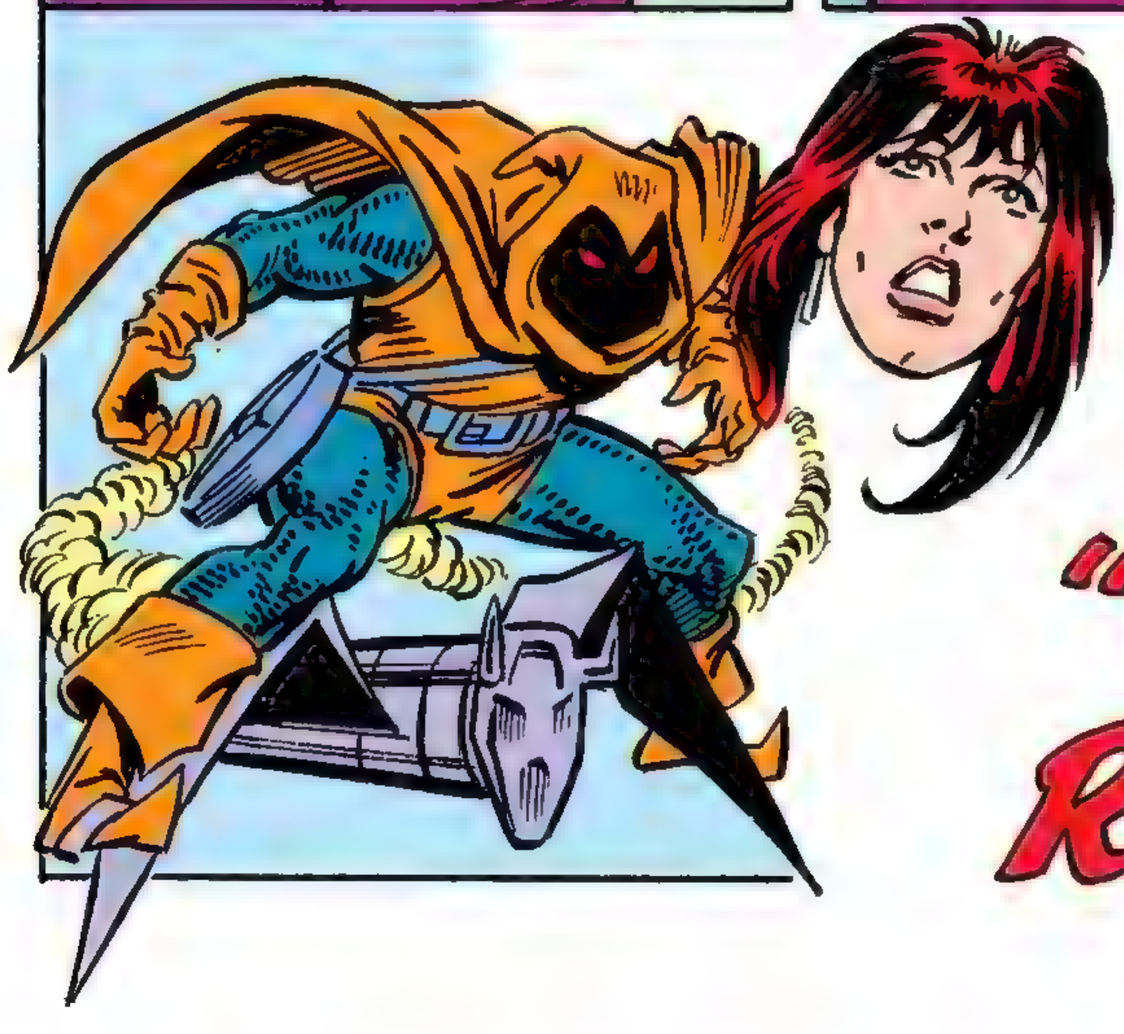
WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

TO HATE--!

TO HUNGER FOR REVENGE--!



NEXT ISSUE!

MARY JANE WATSON REVEALS HER TRAGIC PAST!

PLUS-- THE HOBGOBLIN STRIKES!

DON'T MISS...

"all My Pasts Remembered..!"

MARVEL TEAM-UP #146 AND *PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL #4* BOTH OCCUR BETWEEN PAGES 10-11 OF *AMAZING SPIDER-MAN #258*, JUST BEFORE PETER DISCOVERS THAT THE COSTUME IS A SYMBIOTE.

Stan Lee PRESENTS: SPIDER-MAN® AND NOMAD™

HERO WORSHIP!

AGONIZED METAL, TWISTED INTO A CRUMPLED HEAP... SCATTERED SHARDS OF SHATTERPROOF WINDSHIELD...THE SPUTTERING CRACKLE OF BURNING ELECTRICAL WIRING...

...ALL BEAR WITNESS TO THE TRAGEDY THAT HAS OCCURRED ON THIS STREET CORNER TODAY...

NO USE, JESSE--DOOR'S STUCK TIGHT! WE'LL HAVE TO CUT IT OPEN!

TOM--LOOK! IT'S SPIDER-MAN!

CARY BURKETT WRITER / GREG LAROCQUE PENCILER / MIKE ESPOSITO INKER / DIANA ALBERS LETTERER / GEORGE ROUSSOS COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

STAND BACK, GUYS! I CAN GET THIS DOOR OFF A LOT FASTER THAN YOU CAN!

WOW! DID YOU SEE THAT?

BUT THE WAY HE MOVES-- IT'S SO CREEPY!

I THINK HE'S CUTE!

SALE!

DAN, HELP ME GET THE BACK BRACE ON THE VICTIM INSIDE!

WE REALLY APPRECIATE THIS, SPIDER-MAN! THE TIME YOU SAVED US MAY MEAN THE DIFFERENCE BETWEEN LIFE AND DEATH FOR THIS WOMAN!

SO THAT'S SPIDER-MAN...

AMONG THOSE WATCHING IS ONE WITH MORE THAN A PASSING CURIOUSITY IN SUPER-HEROES...

HE IS JACK MONROE-- A.K.A. NOMAD!

HE'S NO BIGGER THAN I AM... BUT, MAN, WOUDN'T I LOVE TO BE THAT STRONG!

AND THE WAY HE HANDLES HIMSELF ...SO TOGETHER ...SO SURE OF HIMSELF!

I'LL BET A GUY WITH HIS POWER DOESN'T HAVE A WORRY IN THE WORLD!...

"... NOT A CARE IN THE WORLD..."

GLAD I COULD HELP OUT THERE.

NICE TO BE ABLE TO HANDLE A SIMPLE JOB WITHOUT FOULING IT UP!

MY LUCK'S BEEN SO UNBELIEVEABLY BAD, I FEEL LIKE A WALKING JINX!

MAYBE IT'S JUST THAT I'VE BEEN FEELING SO TIRED LATELY.

OR MAYBE IT HAS SOMETHING TO DO WITH THIS COSTUME. IT'S WORKING OKAY NOW, BUT THE WAY IT WAS ACTING UP EARLIER HAD WE WORRIED.

AND NOW I'VE GOT ANOTHER PROBLEM-- MARY JANE!

TO THINK SHE'S KNOWN ALL ALONG PETER PARKER IS REALLY THE AMAZING, EXHAUSTED, SPIDER-MAN!*

*FOR THE LOWDOWN ON THESE EVENTS, CHECK OUT THIS MONTH'S **AMAZING** AND **SPECTACULAR SPIDER-MAN** MAGAZINES --DANNY

WHILE JUST AROUND THE CORNER FROM THE HAPLESS PETER PARKER...

DEKE! HEY DEKE, WAIT UP!

I WANNA GO TO THE MEETING WITH YOU GUYS! COME ON!

HOW MANY TIMES DO I GOTTA TELL YOU, TONY? YOU AIN'T A MEMBER OF THE ***BUTCHER DOGS!***

NOW BEAT IT! WE GOT IMPORTANT BUSINESS AND WE DON'T WANT A SNOT-NOSED BRAT ALONG!

JUST THEN...

HEY, HEY... WHAT D' WE GOT HERE?

WE GOT US ONE LONE JERK... WANDERING THROUGH OUR TURF! EMPTY OUT YOUR POCKETS, MAN!

LOOK, I--

3

NO, *YOU* LOOK, BUDDY-BOY, REAL CLOSE! MAKE TROUBLE AND YOU GET CUT, MAN... SEE!

THESE YO-YOS ARE A JOKE! BUT HOW CAN I HANDLE 'EM WITHOUT GIVING AWAY MY IDENTITY--?

LET HIM GO!

I MEAN NOW!

WHO'S THE HERO?

YOU MEAN WHO *WAS* THE HERO! LET'S TRASH 'IM!

ALL RIGHT! MAYBE THIS GUY AND ME TOGETHER--WITH A LITTLE SUBTLE USE OF MY SPIDER-STRENGTH--

NURRKK!

--CAN TAKE CARE OF THESE GUYS!

AGGGHH!

UGGG!

KWHAAMM

HEY! THE GUY'S PRETTY GOOD!

SPLIT! THE CREEP'S A PRO!

4

DUMB JERKS! I HOPE YOU *DIE!*

TONY-- COME ON!

DEKE SAW ME THROW THAT ROCK-- MAYBE NOW HE'LL CHANGE HIS MIND ABOUT LETTING ME JOIN THE GANG!

WHY THAT LITTLE TWERP-- HE ALMOST GOT ME!

BOY...THEY SURE START THEIR GOON-GANGS OFF YOUNG AROUND HERE!

I'M AFRAID YOU'RE RIGHT. THANKS FOR STEPPING IN LIKE THAT.

THOSE WE'RE SOME PRETTY SMOOTH MOVES...YOU'VE HAD GOOD TRAINING.

OH, HERE'S THE PACKAGE YOU DROPPED.

THANKS...IT'S COMMERCIAL ARTWORK I'M DELIVERING FOR AN ARTIST FRIEND OF MINE. I'M JACK MONROE. YOU OKAY?

PETER PARKER...AND I'M FINE, THANKS TO YOU. NOT MANY GUYS WOULD RISK THEIR NECKS TO HELP A STRANGER.

IT WASN'T TOTALLY UNSELFISH. THOSE GUYS WERE BLOCKING MY WAY--AND I CUT THROUGH THE ALLEY ON PURPOSE TO GET TO THE MOVIES ON TIME!

IT'S ONE OF MY ALL-TIME FAVORITES...A CLASSIC...A TRUE MASTERPIECE! SEE...

...THE GREAT *RIO BRAVO*-- THE DUKE'S BEST PICTURE! WITH WALTER BRENNAN, DEAN MARTIN, RICKY NELSON...

YEAH. I KNOW THE TV GUIDE LISTING BY HEART. BUT I'VE NEVER ACTUALLY SEEN IT!

RIO BRAVO

JOHN WAYNE

YOU'VE NEVER--?! OH, MAN, PETE--THEN YOU'VE GOTTA JOIN ME! YOU'RE IN FOR A TREAT YOU'LL NEVER FORGET!

5

SHORTLY...

SERIOUSLY, PETE... YOU'LL LOVE THIS PICTURE! BACK IN THE FIFTIES, WHEN IT WAS MADE, YOU COULD GO TO THE MOVIES AND JUST BE ENTERTAINED!

A LOT OF THESE NEW, MODERN FILMS SEEM STRANGE AND POINTLESS TO ME.

YOU'D GET ALONG GREAT WITH MY AUNT MAY! THE WAY YOU TALK, YOU'D THINK YOU WERE KICKING AROUND IN THE FIFTIES YOURSELF!

WHAT DO I SAY NOW? THE TRUTH--? "UH, YEAH, PETE, I WAS AROUND THEN, BUT I WAS CRYOGENICALLY FROZEN FOR YEARS BECAUSE THE SUPER-SOLDIER SERUM I TOOK WAS MAKING ME CRAZY--ONLY I'M OKAY NOW!" RIGHT.

HEY, LOOK... I DIDN'T MEAN TO SHAKE YOU UP! I WAS ONLY KIDDING!

TIME PASSES... FOR SOME SPENT IN PLEASANT COMPANIONSHIP--FOR OTHERS, IN BITTER LONELINESS...

MAN, IT'S NOT FAIR! THE WHOLE GANG'S GONE TO THE BIG MEETING, BUT DEKE STILL WON'T LET ME COME!

ADMIT IT, PETE! WASN'T THAT A GREAT FLICK? ESPECIALLY THE SCENE WERE THE DUKE WAS CORNERED ON THE STREET WITHOUT HIS RIFLE!

HEY! IT'S THEM! THE JERKS WHO TRASHED THE BUTCHER-DOGS!

YEAH... THIS IS MY CHANCE TO GET EVEN FOR THE REST OF THE GANG!

THEN MAYBE... MAYBE DEKE'LL CHANGE HIS MIND ABOUT LETTING ME JOIN!

CRASH! OUT OF THE SALOON DIVES "COLORADO" RICKY NELSON!

HE SCOOPS UP THE DUKE'S RIFLE AND FLIPS IT TO HIM, GOING FOR HIS OWN GUN AT THE SAME TIME!

6

KPOW! HE'S SO FAST, HE DROPS ONE OF THE BAD GUYS WHILE THE RIFLE IS STILL IN THE AIR!

THEN THE DUKE DROPS THE OTHERS-- AND COOLY BLOWS THE SMOKE OFF HIS IRON!

WHAT A GREAT SCENE!

HEY, COLORADO! YOU WANT YOUR "RIFLE" BACK?

HUH? OH YEAH... I GUESS I'D BETTER GET THIS DELIVERED BEFORE--

HEY!

IT'S THAT SAME KID FROM THE ALLEY!

COME BACK WITH THAT PACKAGE, BRAT! WHEN I GET MY HANDS ON YOU--!

OH NO! NOW WHERE'D HE GO?

I'VE GOT TO GET THAT PACKAGE BACK--STEVE SPENT DAYS WORKING ON THAT ART!

LOOK, JACK, IF WE SPLIT UP, MAYBE ONE OF US WILL RUN HIM DOWN! I'LL GO THIS WAY!

YEAH... GOOD IDEA!

7

PETE'S A GREAT GUY, BUT I'M GLAD TO GET AWAY FROM HIM FOR NOW!

I CAN GET THAT PACKAGE BACK A LOT EASIER WITHOUT HIM AROUND!

I REALLY LIKE JACK... IN SOME WAYS HE SORT OF REMINDS ME OF *ME!*

BUT I CAN GET THAT PACKAGE A LOT EASIER WITHOUT HIM AROUND!

IF THAT KID'S BRINGING MY PACKAGE TO THE GANG, LIKE I'LL BET HE'S GONNA--

--THEN I'D BETTER BE WEARING SOMETHING A LITTLE MORE FEAR--INDUCING!

THIS CONSTRUCTION SITE IS AS GOOD A PLACE AS ANY TO MAKE MY TRANSFORMATION!

WONDER WHAT THAT KID WOULD THINK IF HE KNEW THE ART IN THAT PACKAGE WAS DRAWN BY NONE OTHER THAN CAPTAIN AMERICA?--

--OR THAT IT'S GONNA BE CAP'S PARTNER *NOMAD* WHO'S GONNA GET IT BACK?!

IT SEEMS A LITTLE LIKE *OVERKILL* FOR SPIDER-MAN TO GO AFTER ONE LONE KID--

--BUT, THEN AGAIN FOLKS MIGHT WONDER WHAT PETER PARKER WAS DOING WALKING ON WALLS!

FROM UP HERE I SHOULDN'T HAVE ANY TROUBLE SPOTTING THE KID NO MATTER WHICH WAY HE RAN!

8

YEAH... TRASHCAN KNOCKED OVER-- AND THOSE KID-SIZED WET FOOTPRINTS WHERE HE RAN THROUGH THE PUDDLE--I'M ON THE RIGHT TRACK!

AH-*HA!* THERE'S MY PIGEON BELOW! HE'S CIRCLED AROUND ALMOST TO HIS STARTING POINT! CLEVER!

SNEAKY LITTLE BRAT--! THAT ROUTE DOUBLES RIGHT BACK THE WAY WE CAME!

BUT MAYBE I CAN CUT HIM OFF BY TAKING A SHORTCUT OVER THIS FENCE!

MY REGULAR STICKEY WEB WOULD KEEP THE KID TIED UP FOR AN HOUR OR SO-- SO I'LL JUST SPIN A LITTLE WEB-LASSO INSTEAD.

GIT ALONG, L'IL DOGIE-- "DUKE" SPIDER IS AIMIN' TUH HAWGTIE YUH!

I NEVER SHOULD HAVE WATCHED THAT WESTERN WITH JACK!

NOW, PARDNUH, IT'S THE LAST ROUNDUP FOR-- *LOOK OUT!*

GOTCHA, YOU LITTLE-- HUH?!? *HEY!*

9

WHAT THE--SPIDER-MAN! WHY'D YOU DO THAT? I... UH... I SAW THAT KID GRAB THAT PACKAGE ON THE STREET-- AND I ALMOST HAD HIM!

NOW, LOOK, WHOEVER YOU ARE--

--I SAW THE PACKAGE SNATCH TOO, AND IF YOU HADN'T BUTTED IN, I WOULD HAVE RETURNED IT BY NOW!

HERE, LET ME GET THAT WEB OFF--

THANKS, SPIDEY, BUT I'VE GOT IT!

YOU MAY NOT RECOGNIZE ME, SPIDER-MAN, BUT I'M HARDLY A HELPLESS BYSTANDER! I'M NOMAD-- PARTNER OF CAPTAIN AMERICA HIMSELF!

PLEASED TO MEET YOU, NOMAD. NOW LET'S--

I DON'T BELIEVE THIS! SOME GREAT HEROES WE ARE... WHILE WE WERE TRADING INTRO-DUCTIONS, THE KID SLIPPED AWAY AGAIN--AND HE STILL HAS THE PACKAGE!

WELL, C'MON. THE TWO OF US TOGETHER SHOULD BE ABLE TO FIND ONE LITTLE KID.

OKAY.

THIS ISN'T EXACTLY HOW I IMAGINED WORK-ING WITH SPIDER-MAN...

...BUT WHAT THE HECK!

NEARBY...

YOU ALL KNOW ME, GENTS... I'M THE GUY WHO CALLED YA HERE TOGETHER.

I'M THE *TASK-MASTER!*

ALLA YOU ARE MEMBERS OF DIFFERENT STREET GANGS FROM THE SURROUNDIN' NEIGHBOR-HOODS... TRYIN' TA SCRATCH OUT A LIVING BY RIPPING OFF ANYONE WEAKER THAN YOU!

BUT WHAT I'M OFFERIN' IS A CHANCE FOR THE BIG-TIME! A CHANCE TO BE TRAINED AT ONE OF MY PRIVATE CRIMINAL ACADEMIES...

...FOR JOBS THAT WILL BRING YA MORE BUCKS THAN YOU'VE EVER SEEN IN YOUR LIFE!

KEEP TALKIN', MAN... I LIKE THAT PART ABOUT THE MONEY!

YOU WON'T BE WORKIN' DIRECTLY FOR ME...

10

...AFTER YOU'RE TRAINED, YOU'LL GO TO WORK FOR MY CLIENT--

--THIS GENT OVER HERE--

"--THE BLACK ABBOTT."

A STRANGE, ALMOST UNNATURAL SILENCE FALLS OVER THE STREET TOUGHS AS A TALL, COMMANDING FIGURE EMERGES FROM A DILAPIDATED STRUCTURE...

THERE IS AN OVERWHELMING SENSE OF POWER IN HIS MERE PRESENCE-- WHICH EVEN THE MOST JADED OF THE STREET-WISE YOUTHS RESPONDS TO WITH SOMETHING AKIN TO AWE...

AND WHEN HE SPEAKS, HIS DEEP, MEASURED TONES ARE FULL OF AN AUTHORITY THAT COMMANDS THEIR INSTANT AND FULL ATTENTION...

YOU HAVE SHOWN WISDOM, MY SONS, IN ANSWERING THE TASKMASTER'S SUMMONS! YOU WILL LOOK BACK ON THIS MOMENT--

--AS THE BEGINNING OF A GLORIOUS TRANSFORMATION IN YOUR ONCE SQUALID LIVES.

SUDDENLY--

DEKE! WHERE ARE YOU?

I STOLE THE PACKAGE FROM THOSE JERKS=PANT! AN' I STARTED RUNNING =PANT!= BUT SOMEHOW SPIDER-MAN AND ANOTHER WEIRDO STARTED CHASIN' ME, AND SO I--

WHAT ARE YOU TALKING ABOUT? SPIDER-MAN-- CHASING YOU?

YOU STUPID LITTLE MORON--IF YOU'RE NOT LYING, YOU MUST HAVE LED HIM RIGHT HERE! I OUGHTTA--

WAIT, KID! NO TIME FOR THAT NOW!

IF SPIDER-MAN IS ON HIS WAY HERE, THIS GIVES ME A CHANCE TO SETTLE AN OLD SCORE WITH HIM*--

--AS WELL AS GIVIN' YOU GENTS YOUR FIRST OBJECT LESSON IN COMBAT TECHNIQUES!

FIND A HOLE AND CRAWL INTO IT!

*FROM MTU #103 --DANNY.

WE OWE THE WALL-CRAWLER A LITTLE SOMETHING TOO, SLY-- FOR THE WAY HE BEAT ON US AND TOOK IN OUR BUDDY, COOL BREEZE!*

*OBVIOUSLY, THESE GUYS ARE MEMBERS OF THE GANG SPIDEY AND THE BLACK WIDOW DEALT WITH IN MTU # 140--DANNY.

YEAH, MAN!

MOMENTS LATER...

MY SPIDER-SENSE IS SUDDENLY GOING *WILD!* WHAT COULD-- MY *WEB!*

SOMEONE SLICED IT-- WITH AN *ARROW?!?*

AND HERE COMES A WHOLE BARRAGE OF OTHER TRICK ARROWS--

I COULD DODGE 'EM ALL DAY-- BUT I'D RATHER FIND OUT WHO'S FIRING 'EM!

ONLY JOKER I KNOW WHO USES ARROWS IS HAWKEYE--BUT WHY WOULD HE ATTACK *ME*?

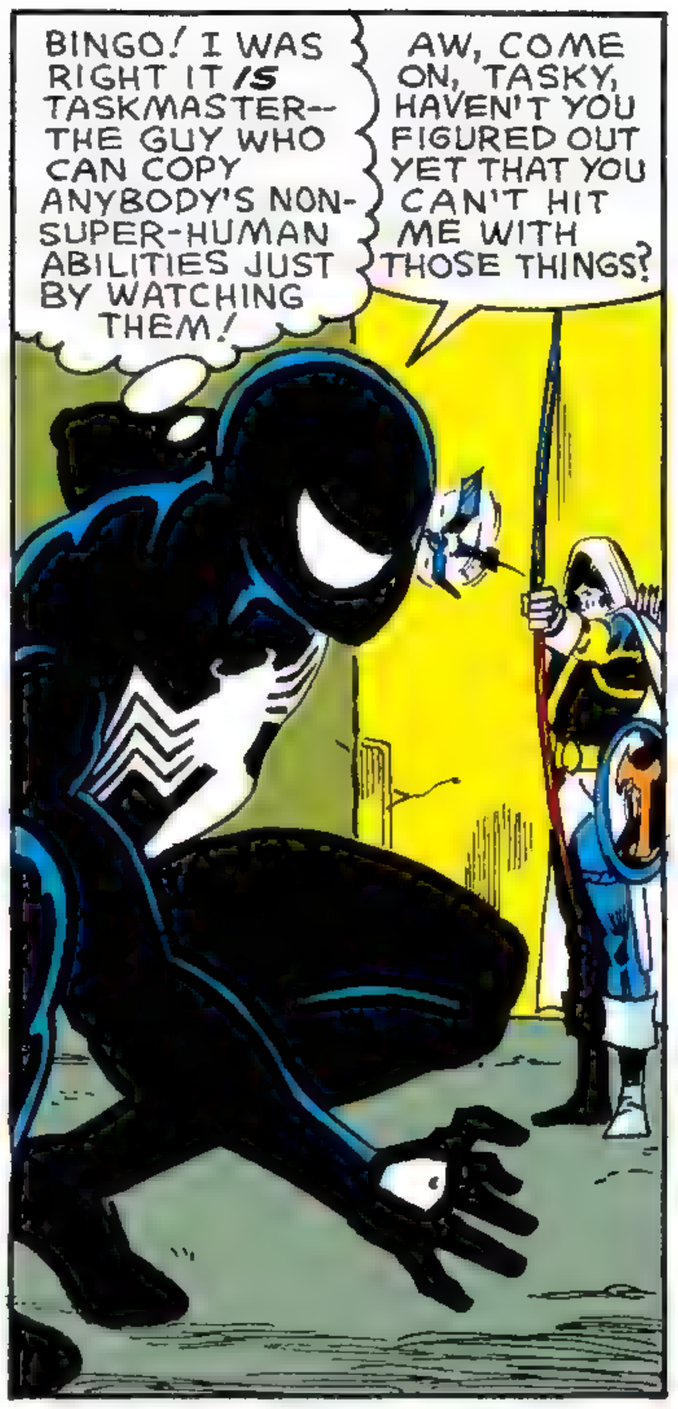
WAIT... THERE'S ONE OTHER GUY IT COULD BE...

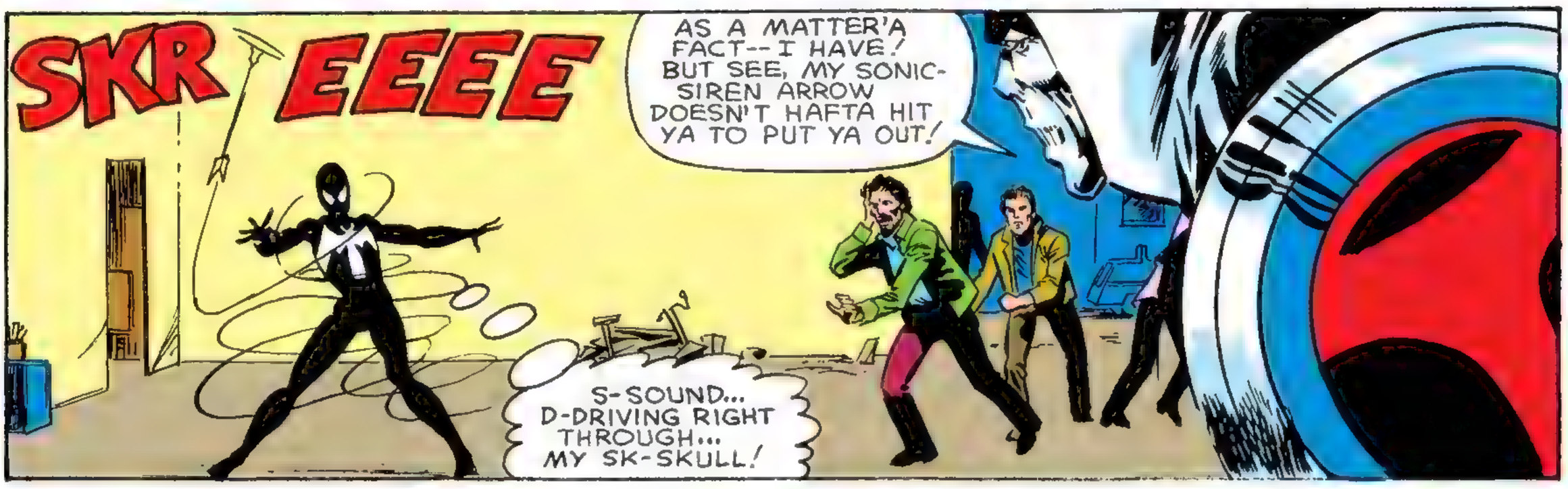
YEAH-- IT'S ALL CLEAR NOW!

12

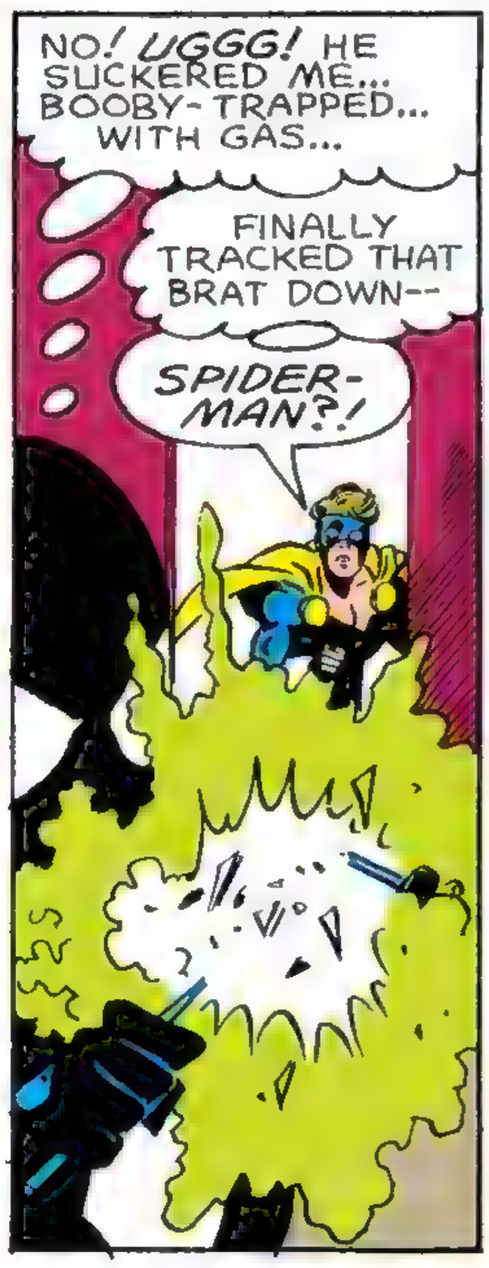
NOW, GUYS--! SQUASH THAT BUG-MAN!
WHAT IS THIS-- NATIONAL BE CRUEL TO SPIDERS WEEK?

I RECOGNIZE SOME OF THESE PUNKS-- THEY'RE PART OF THE SAME GANG I FOUGHT WITH THE BLACK WIDOW!
BUT THEY'RE PRETTY FAR OUT OF THEIR NEIGHBORHOOD-- WHAT KIND OF SET-UP HAVE I BLUNDERED INTO?
TASKMASTER! HELP US! HE'S TRASHIN' US ALL!


BINGO! I WAS RIGHT IT IS TASKMASTER-- THE GUY WHO CAN COPY ANYBODY'S NON-SUPER-HUMAN ABILITIES JUST BY WATCHING THEM!
AW, COME ON, TASKY, HAVEN'T YOU FIGURED OUT YET THAT YOU CAN'T HIT ME WITH THOSE THINGS?


SKR EEEE
AS A MATTER'A FACT-- I HAVE! BUT SEE, MY SONIC-SIREN ARROW DOESN'T HAFTA HIT YA TO PUT YA OUT!
S-SOUND... D-DRIVING RIGHT THROUGH... MY SK-SKULL!

BUT IF I LEAP UP-- GOT IT!


NO! UGGG! HE SUCKERED ME... BOOBY-TRAPPED... WITH GAS...
FINALLY TRACKED THAT BRAT DOWN--
SPIDER-MAN?!

HE'S FALLEN! I DON'T KNOW WHAT'S GOING ON HERE, BUT HE NEEDS HELP-- FAST!
13

LIKE A BLUE-AND-GOLD WHIRLWIND, NOMAD TEARS INTO THE STREET GANGS, FIGHTING WITH EVERY OUNCE OF SKILL AND TECHNIQUE LEARNED FROM HIS FAMOUS PARTNER...

...AS HE IS WATCHED AVIDLY FROM A NEARBY VANTAGE POINT BY YOUNG WIDE EYES...

LOOKIT THAT GUY MOVE! HE AIN'T GOT NO POWERS, BUT HE'S STOMPING THEM GUYS LIKE THEY WERE NOTHIN'!

SUDDENLY...

HEY, TURKEY... HERE'S A LITTLE PRESENT--

--FROM NAPALM!

KBLAAAMM

UNNHH! TOO CLOSE! BARELY DODGED-- COULDN'T HELP CATCHING SOME OF THE CONCUSSION WAVE!

GROGGY... BUT I CAN'T LET HIM KNOW IT... GOTTA SHAKE IT OFF...

HE'S NOT HUMAN! H-HE'S COMIN' FOR ME! TASKMASTER! HELP ME! HELP ME!

WHUNNHH!!

BUTTON IT WIMP! I'M RIGHT HERE! I ONLY LET THIS GO ON TO SHOW YA HOW MUCH YA NEED THE TRAININ' I CAN GIVE YA!

NOMAD!

14

HE'S DOWN! THE TASKMASTER IS A ONE-MAN ARMY! IF I REMEMBER RIGHT, HE'S GOT SOME TALENT HE CALLS "PHOTOGENIC REFLEXES"--

--WHICH LETS HIM DUPLICATE EXACTLY THE ABILITIES OF HAWKEYE, CAPTAIN AMERICA, AND A ZILLION OTHER HEROES HE'S WATCHED IN ACTION!

BUT AS GOOD AS HE IS AT COPYING NATURAL SKILLS, HE CAN'T REALLY DO ANYTHING SUPERHUMAN--LIKE MATCHING MY SPIDER-SPEED!

WHA--?! YOU RECOVERED FASTER THAN I FIGURED! THAT GAS WOULD'A KEPT ANOTHER MAN DOWN FOR HOURS!

YOO-HOO! TASK-MASTER! FORGET ABOUT HIM-- I'M BACK IN ACTION!

SORRY TO TO DISAPPOINT YOU GRUESOME, BUT I ALREADY HAD MY NAP TODAY!

AT LAST... HE'S WITHIN RANGE.

WHOA! SPIDER-SENSE IS KICKING INTO HIGH GEAR! GOTTA--

YAAGRRR!!

THERE IS NO WAY TO AVOID MY PSYCHIC BOLT, SPIDER-MAN-- FOR IT IS NOT A CLUMSY PHYSICAL ATTACK!

INSTEAD IT PENETRATES DIRECTLY INTO YOUR MIND, OVERWHELMING ALL YOUR SENSES WITH AGONY!

NGG... THE PAIN... SO MUCH PAIN...

LEARN NOW THE FRUITS OF YOUR TREPASS...

...AS YOU FALL IN ABJECT PENITENCE AT MY FEET!

15

OH...GEEZ! THAT DUDE IS SOME KINDA TOUGH!

Y-YEAH!

PRETTY IMPRESSIVE, MISTER!

OKAY, GENTS...PUT YOUR EYEBALLS BACK IN AND LISTEN UP! WE STILL GOT SOME THINGS TO DISCUSS!

INDEED. THIS IS ONLY THE BEGINNING, MY SONS. AFTER YOU JOIN ME, YOU YOURSELVES SHALL PARTAKE IN A MEASURE OF THE POWER YOU HAVE JUST WITNESSED!

ONCE YOUR TRAINING WITH TASKMASTER IS COMPLETE--

NOT SO FAST, BIG MAN!

I MEAN... THIS GIG JUST AIN'T FOR ME! SURE, IT ALL SOUNDED GREAT AT FIRST--

--BUT THAT WAS BEFORE I KNEW WE'D BE GOING UP AGAINST SUPER-POWERED DUDES LIKE SPIDER-MAN!

THOSE SUPER HEROES HAVE A WAY OF COMING OUT ON TOP ALL THE TIME! AND ME, I'D RATHER BE THE SMALL-TIME RULER OF MY OWN TURF--

--THAN A BIG-TIME LOSER IN JAIL! I'M SPLITTIN'--AND SO ARE MY BOYS!

YOU DO ERR, MY PRODICAL CHILD. WILL YOU NOT REPENT AND COME BACK...

...COME BACK... COME BACK INTO THE FOLD...?

COME... BACK...

16

HAVE YOU SEEN THE ERROR OF YOUR WAYS? HAVE YOU DECIDED TO RE-COMMIT YOURSELF TO OUR CAUSE?

NO MAN...PLEASE ...I-I JUST WANT OUT!

YOUR SIN IS ONE OF ARROGANT PRIDE AND A STUBBORN HEART.

IT MUST BE PURGED...!

AND WITH MY CLEANSING, BURNING TOUCH OF PURIFICATION, I HEREBY GRANT UNTO YOU--

--THE GIFT OF FINAL ABSOLUTION!

OH, MAN! I'M GETTING--

YOUR GETTIN' *SKEWERED*, PUNK, IF YA TRY TO LEAVE! AND THAT GOES FOR THE REST O' YA!

I CAN'T BELIEVE IT! WITH ONE TOUCH... H-HE DISSOVED THAT GUY INTO SMOLDERING ASH!

WHAT HAVE WE GOTTEN OURSELVES INTO!?

IF THERE ARE OTHERS HERE WHOSE FAITH IS WEAK... WHO ALSO BELIEVE THAT SUPER HEROES ARE TOO DANGEROUS TO CHALLENGE...

LOOK ON, AS I STRETCH FORTH MY HAND TOWARDS SPIDER-MAN, EVEN AS HE AWAKENS...

...AND YOU SHALL WITNESS THE FATE OF EVEN THE STRONGEST OF THOSE WHO TRANSGRESS AGAINST ME!

17

NO...OH, NO! H-HE'S GONNA FRY SPIDER-MAN--AND THERE'S NO WAY I CAN STOP IT!

JUST WHEN IT COUNTS THE MOST, I'VE FAILED AGAIN! IF ONLY CAP WERE HERE...BUT I'M JUST A USELESS...

CAP? WAIT A SECOND...! TASKMASTER'S SHIELD IS A COPY OF CAPTAIN AMERICA'S OWN!

IF I CAN BREAK LOOSE AND KO THESE GUYS WITH MY STUN DISKS AND THEN MOVE FAST ENOUGH--YEAH!

I WAS BUCKY BEFORE I WAS NOMAD...AND I USED TO PRACTICE THROWING CAP'S SHIELD ALL THE TIME--DREAMING OF THE DAY WHEN I COULD BE JUST LIKE HIM!

NOW...PLEASE...LET THAT HERO WORSHIP PAY OFF IN WHAT I'M ABOUT TO DO!

ALL EYES ARE UPON THE BLACK ABBOTT AND SPIDER-MAN.

NO ONE SEES NOMAD'S LAST-DITCH HEROIC EFFORT...

...UNTIL THE DEED IS DONE!

THE TASKMASTER'S SHIELD IS FORGED OF HIGHLY REFLECTIVE ALLOY. AND, THOUGH PART OF IT IS DISSOLVED BY THE BLACK ABBOTT'S DEADLY TOUCH--

--SOME OF THE ENERGY IS REFLECTED BACK UPON THE ABBOTT'S OWN ARM--AND HIS SHRIEKING CRY OF ANGUISH CHILLS THE VERY HEARTS OF THOSE WHO HEAR IT...

HIS ARM--! I'VE NEVER SEEN ANYTHING SO HORRIBLE! IT... IT JUST CRUMBLED INTO DUST!

AND THAT'S WHAT HE INTENDED FOR ME!

18

HE'S LEAVING THE FIGHT. HE'S NO LONGER AN IMMEDIATE THREAT!

BUT, NOW THAT I'M AWAKE-- I AM!

MUST RETREAT...TEND TO MYSELF...

SO YOU THINK THE TABLES HAVE TURNED, HUH?

GUESS AGAIN.

THIS IS A LITTLE MOVE I PICKED UP WATCHING IRON FIST IN ACTION!

RATS!

I'VE HAD JUST ABOUT ENOUGH OF YOU, SKULL-FACE! MY WEBBING OUGHTTA KEEP YOU WRAPPED UP NICE AND NEAT UNTIL THE POLICE GET HERE!

PWIP

I'VE STUDIED YOUR FIGHTING STYLE TOO, SPIDER-MAN, SO I CAN SECOND-GUESS YOUR EVERY MOVE--

--AND COUNTER IT WITH, SAY, A LITTLE OF DAREDEVIL'S AGILITY!

STILL, THERE'S NO PERCENTAGE IN STAYIN' AROUND TO DUKE IT OUT WITH THE WEBSLINGER!

THE ABBOTT'S CRAWLED AWAY TO LICK HIS WOUNDS... AND I'VE ALREADY COLLECTED MY FEE FOR RECRUITIN' THE YOUNG MUSCLE HE WANTED!

19

SO I'LL JUST CUT MY LOSSES ON THE ADDED TRAININ' FEE--

THUK

--AND HEAD FOR GREENER PASTURES!

SO LONG, WEBHEAD! NO DOUBT WE'LL MEET AGAIN!

WRONG MOVE, TASK-MASTER! I'LL CATCH YOU FASTER THAN-- WAIT!

MY SPIDER-SENSE! BEHIND ME!

BLOOOOOMM!

IT'S THAT PUNK WHO CALLS HIMSELF NAPALM... HE COULDN'T RESIST TOSSING ONE FINAL MOLOTOV!

YET, AS THE EXPLOSION SHAKES THE ROTTED STRUCTURE OF THE GUTTED, ABANDONED BUILDING...

NO! THE WHOLE WALL'S CAVING IN! AND THERE'S SOMEONE INSIDE!

H-HELP! HELP ME!

20

IT'S THE KID... THE ONE WHO STOLE MY PACKAGE! BUT HE'S HURT--PINNED DOWN BY THE FALLEN WALL!

D-DEKE...DEKE YA GOTTA...H-HELP ME, MAN...

COME ON! HELP ME GET HIM OUT OF THERE!

YOU CRAZY, MAN? I AIN'T RISKIN' MY NECK IN THERE!

SOME HERO THAT KID'S GOT.

BOY! IT'S ALREADY LIKE AN INFERNO IN THERE!

THIS OLD FIRETRAP IS GOING UP LIKE A BOX OF MATCHES!

KOFF! KOFF!

GOTTA MOVE FAST! THE SMOKE IN HERE IS MORE DEADLY THAN THE FLAMES!

UNNNHH! THE FIRE-- BURNING ME RIGHT THROUGH MY GLOVES!

YOU... YOU'RE SAVING ME?

C'MON, KID, LET'S GET THE HECK--

LOOK OUT!

CRRUMBLE!

OH, LORD! THIS IS IT!

21

BUT...

THEY'RE STILL INSIDE--! I'VE GOT TO USE MY CLINGING POWER--

--AND HOLD THIS SECTION OF THE WALL IN PLACE JUST LONG ENOUGH--

"--FOR THEM TO MAKE IT OUT!"

YOU D-DID IT, MISTER! YOU SAVED MY LIFE WHEN MY OWN BUDDIES RAN OUT ON ME!

THAT'S WHAT BEING A SUPER HERO IS ALL ABOUT KID--HELPING OTHER PEOPLE!

YOU'RE SAFE--BUT BOTH TASKMASTER AND THE BLACK ABBOTT HAVE DISAPPEARED!

I'LL GIVE THE AREA A QUICK CHECK... MAYBE I CAN SPOT ONE OF THEM! YOU STAY WITH THE KID, MAKE SURE HE'S OKAY.

OKAY. BUT IF THERE'S ANY TROUBLE--YELL!

SAY MISTER, COULD YOU...COULD YOU RETURN THIS PACKAGE TO THOSE GUYS FOR ME?

I DON'T WANNA BE A MEMBER OF THE BUTCHER-DOGS ANY-MORE! I DON'T WANNA BE ANYTHING LIKE 'EM!

NOPE... I WANNA BE LIKE YOU!

LIKE... LIKE *ME*?

SOON...

NO SIGN OF THEM ANYWHERE! FOR ALL OUR TROUBLE, WE ACCOMPLISHED A BIG, FAT ZILCH! HOW'S THE KID?

SEE FOR YOURSELF...

I SAW YOU THROW THAT SHIELD TO SAVE SPIDER-MAN! WELL I'M GONNA START PRACTICIN', AND SOME-DAY MAYBE I CAN HELP PEOPLE, TOO!

Y'KNOW... MAYBE I WAS WRONG, NOMAD! MAYBE WE ACCOMPLISHED MORE THAN I THOUGHT!

YEAH...

NEXT: SPIDER-MAN AND THE HUMAN TORCH!

MARVEL® ANNUAL

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PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL™

BEFORE SHE MARRIED BEN PARKER, AUNT MAY LOVED ANOTHER MAN--A *CRIMINAL!*

NOW HE'S BACK. AND IF HE CAN'T HAVE HER-- *NO ONE* WILL!

WHEN THEY BUILT THE FIRST NATIONAL BANK, THEY BUILT IT LIKE THE ROCK OF AGES... BUILT IT TO LAST AS LONG AS MAN PLACED VALUE IN THE KIND OF CURRENCY STORED IN ITS VAULTS...

FIRST NATIONAL BANK

ITS WALLS ARE VERMONT MARBLE, TORN FROM THE QUARRIES OF THE GREEN MOUNTAINS AT THE TURN OF THE CENTURY...THE SAME KIND OF STONE THAT WAS USED TO BUILD THE LIBRARY OF CONGRESS...

WHEN ITS HUGE OAKEN DOORS SHUT, THEY ARE BACKED BY PLATES OF STEEL. EMBEDDED IN THE GLASS OF ITS WINDOWS ARE A THOUSAND MILES OF WIRE, ELECTRONICALLY SENSITIVE TO THE SLIGHTEST TAMPERING TOUCH.

FIRST NAT

THEY BUILT THE FIRST NATIONAL BANK LIKE A FORTRESS SITUATED ON THE FRONTIER OF CRIME.

BUT A FORTRESS IS ONLY AS STRONG, AS IMPREGNABLE...

...AS THE BASE UPON WHICH IT STANDS...

HURRY!

CAN'T MAKE THIS TORCH CUT THROUGH SIXTEEN INCHES OF SOLID STEEL ANY FASTER!

CRIPES, SOMEBODY'S GONNA HEAR THE HISS OF THE ACETYLENE!

OVER THE THUNDER AND RAIN TOPSIDE? YOU GOTTA BE KIDDING!

HAVING DEPLETED INNUMERABLE CANNISTERS OF OXYGEN TO POWER THE TORCH'S PINPOINT OF FLAME...

...THE LARCENOUS TRIO FINDS ITS PATIENCE AND PLANNING REWARDED AS THE CEILING ABOVE THEM FINALLY YIELDS--AND THE ROBBERS RAISE THEMSELVES UP INTO THE PROMISED LAND...

LOOK AT ALL THAT MONEY! LOOK AT IT!!

QUIET, YOU FOOL!

QUIET? WHY DO WE HAVE TO BE QUIET NOW--IN HERE--WITH THREE FEET OF SOLID STEEL BETWEEN US AND A BANK THAT'S CLOSED DOWN FOR THE NIGHT?

BECAUSE THIS ENTIRE JOB HINGES ON *SILENCE*--

--AND BECAUSE I DON'T WANNA BLOW THE LID OFF THE HEIST OF THE CENTURY *NOW!*

OKAY, OKAY! YOU PLANNED THIS JOB! YOU KNEW THE VAULT FLOOR WAS THINNER THAN THE SIDES, AND JUST WHERE TO COME UP FROM THE SEWERS...

...SO WE'LL PLAY IT YOUR WAY!

BUT AFTER WE GOT ALL THIS DOUGH STASHED SAFELY AWAY, I'M GONNA LET OUT A WAR-WHOOP TO WAKE THE DEAD!

AND I'M GONNA HIRE A BRASS BAND T'PLAY ME A VICTORY MARCH!

YOU CAN BOTH MAKE ALL THE NOISE YOU WANT--

--ONCE WE'RE *OUT* OF HERE!

REMEMBER, SILENCE IS THE KEY! DON'T ANYONE MAKE A...

...SOUND!

OMIGOSH, LOOK!

THE ROBBER'S WARNING CRY RISES IN THE NIGHT...

2

...AND THE SILENCE IS IRREVOCABLY SHATTERED!

Stan Lee PRESENTS:

MEMORY LANE!

BILL MANTLO --- STORY
KERRY GAMMILL AND SAL BUSCEMA --- PENCILS
CARLOS GARZON -- INKS
JANICE CHIANG -- LETTERS
GEORGE ROUSSOS -- COLORS
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR-IN-CHIEF

IT'S SPIDER-MAN!

YES, IT IS!

SILENCE IS FORGOTTEN AS THE BARK OF HANDGUNS COMPETES WITH THE ROLL OF THE THUNDER.

POW

POW

SPIDER-MAN'S THE ONLY ONE STANDING BETWEEN US AND RETIREMENT! KEEP SHOOTING! BRING HIM DOWN!

BUT, THOUGH THE AIR IS FILLED WITH FLYING LEAD...

...HIS DANGER-DETECTING INSTINCT, HIS **SPIDER-SENSE,** ENABLES THE AMAZING SPIDER-MAN TO AVOID HARM.

BLOCKS AWAY, THE CRASH OF GUNFIRE ALERTS OTHERS.

KRAK

POW

KPOW

NOW IT IS A SIREN'S SCREAM THAT SLASHES THROUGH THE SILENCE!

WHREEE

EEEEEEEEEEE

WHILE...

HUH? H-HE'S SWINGING RIGHT ON PAST-- WITHOUT EVEN TRYING TO CATCH US!

I DON'T THINK HE EVER EVEN NOTICED THAT WE WERE HERE!

4

THEN BY FIRING OUR GUNS, ALL WE DID WAS ALERT...

THE COPS!

THE MONEY WILL BE RETURNED TO THE FIRST NATIONAL BANK. THE FORTRESS WILL BE REINFORCED. THE SILENCE WILL BE RESTORED.

AS FOR THE SPECTACULAR SPIDER-MAN, HE SWINGS ON HIS WAY, GIVING NO EXPLANATION FOR THE MERELY PASSIVE PART HE HAS PLAYED IN FOILING A FELONY.

HE GIVES NONE... FOR HE HAS NONE. IN TRUTH, HE IS **ASLEEP**, HIS UNIQUE EXTRA-TERRESTRIAL COSTUME PUTTING HIM UNKNOWINGLY THROUGH THIS NIGHT'S PACES, AS IT HAS DONE MANY TIMES OF LATE.

SOON HE WILL COME TO KNOW AND UNDERSTAND THE TRUE NATURE OF HIS COSTUME... BUT NOT TONIGHT.*

TONIGHT HE IS STILL THE PAWN OF THE GARMENT HE THINKS IS HIS TO COMMAND.

* BUT HE--AND YOU--WILL LEARN ITS STRANGE SECRETS IN **AMAZING SPIDER-MAN #258**, ON SALE IN JUST SEVEN DAYS--DANNY.

HIS SLENDER WEBLINE CARRIES SPIDER-MAN ON THROUGH THE STORM. AGAINST THE DARK LOOMING THUNDER-CLOUDS, THE WHITE IN HIS COSTUME FLASHES LIKE LIGHTNING.

IT IS HIS STARTLING SLASH THROUGH THE SKY THAT CATCHES THE EYES OF A LONE OLD WOMAN WALKING THE RAINSWEPT STREETS BELOW.

BUT TO MAY PARKER, THE MOVEMENT OVERHEAD APPEARS TO BE BE NO MORE THAN THE LIGHTS ACCOMPANYING THE THUNDEROUS PASSAGE OF THE THIRD AVENUE "EL".

SHE RODE THE ELEVATED RAILWAY A LONG, LONG TIME AGO, WHEN SHE WAS YOUNGER...

...BEFORE THE CITY TORE IT DOWN.

5

ACROSS THE STREET FROM WHERE MAY PARKER STANDS, AN ANCIENT PILE REARS DARK AND BROODING INTO THE DRIVING RAIN.

IT IS CLOSED NOW. BRICKS GAG ITS DOORS AND SHEETS OF TIN BLINDFOLD ITS WINDOWS.

BUT MAY PARKER SEES BEYOND ITS FADED FACADE TO A BETTER TIME...

... WHEN MUSIC BEING PLAYED UPON THE BRIGHT BANDSTAND OF DANCELAND FLOWED OUT ACROSS THE DANCE FLOOR TO FILL HER WITH MELODIES EXISTING ONLY IN HER MEMORIES NOW.

DANCELAND

DANCE DANCELAND

TONIGHT ALL-STAR SHOW!

MAY?

GOIN' DANCIN' WITH ME, SWEETHEART?

SHE WAS YOUNGER THEN...

... AND VERY, VERY LOVELY.

JOHNNY JEROME, YOU KNOW VERY WELL THAT I HAVEN'T THE MONEY TO GO INTO A PLACE LIKE DANCELAND, OR THE CLOTHES, OR...

FORGET THE MONEY, BABE! I TOOK CARE OF THAT! AND AS FOR THE CLOTHES...

HONEY, YOU COULD WEAR RAGS AND STILL LOOK LIKE A QUEEN TO ME!

DANCE

6

SO, SWEPT OFF HER FEET AND ONTO THE DANCE FLOOR BY THE ROGUISH SMILE OF JOHNNY JEROME...

...MAY DANCED AND SWAYED AS THE NIGHT GREW GOLDEN.

BUT THAT WAS MANY YEARS AGO.

LATER, THE NIGHT SLOWLY GIVES GROUND TO DAWN WHEN THE SPECTACULAR SPIDER-MAN AT LAST RETURNS TO HIS CHELSEA APARTMENT BUILDING.

DROPPING UNNOTICED THROUGH THE SKYLIGHT IN HIS BATHROOM CEILING, HE BOUNDS INTO HIS BEDROOM.

THERE, SEEMINGLY WITHOUT ANY EFFORT ON HIS PART, HIS COSTUME UNDERGOES A NIGH-MIRACULOUS TRANSFORMATION...

...AND HE STANDS CLAD ONLY IN HIS PYJAMAS.

THEN, WITHOUT EVER HAVING BEEN TRULY AWAKE...

...PETER PARKER EMBRACES HIS BEDDING AND RESUMES A MORE SOUND SLUMBER.

7

RUNNING

IT DOES NOT LAST LONG.

UHHHNNN?

'LO?

PETE? THIS IS NATHAN LUBENSKY. LOOK, SON, I KNOW YOU AND I DON'T SEEM TO HAVE MUCH USE FOR EACH OTHER LATELY, BUT I THINK MAYBE YOU'D BETTER COME OUT HERE TODAY.

IT'S ABOUT YOUR AUNT MAY, PETE.

I THINK MAYBE SHE'S IN SOME KIND OF TROUBLE!

AT PETER PARKER'S MENTAL COMMANO THIS TIME, THE COSTUME RE-FORMS ITSELF AS EFFORTLESSLY AS IT EARLIER DID THE OPPOSITE...

...AND MOMENTS LATER A FANTASTIC FIGURE IS ARCING ON A SLENDER WEB-LINE OVER THE EAST RIVER FROM MANHATTAN TO QUEENS...

I GREW UP HERE, AFTER MY FOLKS DIED--

--IN A HOUSE WITH MY UNCLE BEN AND AUNT MAY.

THEY LOVED ME LIKE THE SON THEY NEVER HAD, AND I WANTED MORE THAN ANYTHING TO MAKE THEM PROUD OF ME.

BUT AT THE BEGINNING OF MY CAREER AS SPIDER-MAN, WHEN ALL I CARED ABOUT WAS FAME AND FUN, I LET A THIEF GO PAST ME WHEN I COULD EASILY HAVE STOPPED HIM.

HE LATER MURDERED UNCLE BEN IN A FOILED BURGLARY ATTEMPT. IF I HAD BEEN LESS SELF-CENTERED, MY UNCLE WOULDN'T HAVE DIED!

SINCE THEN I'VE SPENT YEARS BEHIND THE MASK OF SPIDER-MAN FIGHTING CRIME, TRYING TO BE TRUE TO THE *RESPONSIBILITY* MY POWERS GIVE ME.

BUT THAT DIDN'T MAKE IT ANY EASIER FOR PETER PARKER TO TELL HIS AUNT MAY THAT HER NEPHEW THE SCHOLAR HAD JUST DROPPED OUT OF GRADUATE SCHOOL! SHE HASN'T SPOKEN TO ME SINCE!

8

SHE FEELS I'VE FAILED HER... AND UNCLE BEN. MAYBE SHE'S RIGHT.

WELL, THE OLD HOUSE STILL LOOKS THE SAME AS ALWAYS.

IT'S CHANGED, THOUGH. NOW AUNT MAY RUNS A BOARDING HOUSE HERE--

--AND ONE OF HER BOARDERS IS ALSO HER FIANCÉ, NATHAN LUBENSKY.

I'M GLAD YOU COULD COME, PETE.

WHAT IS IT, NATHAN? WHAT'S THE MATTEK WITH MY AUNT MAY?

WHAT COULD BE RIGHT, WHEN THE PERSON SHE LOVES MOST IN THE WORLD HURTS HER LIKE YOU HAVE?

LISTEN, IF YOU'VE HAULED ME ALL THE WAY OUT HERE TO LISTEN TO A LECTURE ABOUT HOW I SHOULD RELATE TO MY AUNT...

PETER, I LOVE YOUR AUNT, I CARE FOR HER, I WORRY ABOUT HER... ESPECIALLY NOW!

STOP HINTING AROUND THE POINT, NATHAN! WHAT KIND OF TROUBLE IS AUNT MAY IN?

I... DON'T KNOW. THAT'S WHY I CALLED YOU. FOLLOW ME SON... TO HER BEDROOM.

THERE SHE IS, PETE. SHE JUST CAME IN A COUPLE OF HOURS AGO, OUT ALMOST ALL NIGHT AND DRENCHED TO THE SKIN. WENT RIGHT PAST ME AND INTO HER ROOM AND STARTED READING THE LETTERS AGAIN UNTIL SHE FELL ASLEEP IN HER CHAIR.

LETTERS?

9

ABOUT A WEEK AGO, MAY BEGAN RECEIVING MAIL FROM SOMEONE. SHE BECAME MOODY, DISTRACTED. THE LETTERS ARRIVED ONE A DAY... AND COINCIDED WITH HER TRIPS.

TRIPS?

YES. EARLY EVERY NIGHT NOW SHE CALLS A CAR SERVICE AND GOES OUT ALONE.

NATHAN, I DON'T LIKE SPYING ON MY OWN AUNT, BUT THERE'S A MYSTERY HERE AND WE'VE GOT TO GET TO THE BOTTOM OF IT.

THE LETTERS ARE ON MAY'S READING TABLE. IF ONLY WE COULD GET A LOOK AT THEM...

SEEING HER THERE... SLEEPING PEACEFULLY... I CAN'T HELP BUT THINK HOW MUCH SHE'S MEANT TO ME OVER THE YEARS.

I DIDN'T WANT TO CAUSE HER PAIN... EVER... BUT I HAD TO DECIDE THE COURSE OF MY OWN LIFE.

HERE. THESE ARE THE ONES.

I'D HELD BACK UP TO NOW ON STEALING A LOOK AT THEM ...BUT THIS THING IS GETTING TOO SERIOUS!

THE LETTERS LIE OPEN ON THE TABLE, ONE FOR EACH DAY OF THE WEEK THUS FAR. AND PETER BEGINS TO READ THEM...

"DO YOU REMEMBER CENTRAL PARK IN LATE AFTERNOON, MY LOVE?" "THE LIGHTS ON BROADWAY SHONE FOR US, MY DARLING!" "I'VE NEVER FORGOTTEN DANCING ALL NIGHT WITH YOU, DEAREST MAY!"

MAY PARKER N.Y.

The lights on Broadway shone for us, my darling.

Johnny

I've never forgotten dancing all night

LOVE LETTERS! ALL SIGNED BY SOMEONE NAMED... JOHNNY!

THE LETTERS READ, PETE AND NATHAN LEAVE MAY'S BEDROOM AS QUIETLY AS THEY ENTERED...

POOR NATHAN! HE LOVES AUNT MAY, AND THOSE LETTERS AND HER NIGHTLY DISAPPEARANCES ONLY ADD UP TO ONE THING IN HIS MIND.

I'M NOT SURE I WANT TO GET IN THE MIDDLE OF THIS...

PETER, I KNOW WHAT YOU'RE THINKING-- AND IF IT WAS SIMPLY A MATTER OF ME BEING JEALOUS...

WHAT ELSE COULD IT BE? ARE YOU SUGGESTING THAT MY AUNT'S BECOMING SENILE?

IT'S NOT THAT EITHER, PETER. I KNOW HER... I SEE HER EVERY DAY. SHE'S IN CONTROL OF ALL HER FACULTIES.

BUT THESE LETTERS ARE DOING SOMETHING TO HER, MAKING HER ACT TOTALLY UNLIKE HERSELF, GOING OUT IN THE MIDDLE OF THE NIGHT.

SHE MAY BE STRONG INSIDE, BUT NEW YORK IS A DANGEROUS CITY...

SO, YOU WANT ME TO FOLLOW HER AND LOOK OUT FOR HER, NATHAN--

--OR DO YOU JUST WANT ME TO SPY ON HER AND CONFIRM YOUR JEALOUSY? WELL, I'M WORRIED ABOUT AUNT MAY'S NIGHTLY DISAPPEARANCES, TOO. I COULDN'T FORGIVE MYSELF IF ANYTHING HAPPENED TO HER.

OKAY, NATHAN, I'LL DO IT.

THE DAY PASSES...

10

...AND LATE AFTERNOON FINDS BOTH PETER PARKER AND NATHAN LUBENSKY, EXHAUSTED FROM THE WEARINESS OF THEIR WATCH, CATCHING UP ON SOME MUCH NEEDED SLUMBER.

...BUT, UNNOTICED BY THEM, THE OBJECT OF THEIR ATTENTIONS HAS ARISEN, GOES TO THE DOOR...

...CHECKS THE NEWLY-DELIVERED MAIL--AND DISCOVERS THAT SHE IS AGAIN THE RECIPIENT OF ANOTHER ROMANTIC MISSIVE FROM THE MYSTERIOUS "JOHNNY"!

Together we rode high above Brooklyn on a circle to the stars!

Johnny

THE MESSAGE MOVES MAY PARKER TO ACTION...

...AND THE SOUND OF HER DEPARTURE AT LAST AROUSES HER SLEEPING NEPHEW.

SLAM

HUH?!

AUNT MAY--TAKING OFF AGAIN, IN A TAXI!

WITHOUT A SECOND THOUGHT, THE ADULT PETER PARKER RUSHES STEALTHILY UP A TREE HE AWKWARDLY CLIMBED AS A CHILD...

...BUT, MOMENTS LATER, HIS SPIDER-SENSE TELLING HIM NO ONE HAS OBSERVED HIS ACTIONS...

...IT IS A STARTLING BLACK-CLAD FIGURE WHO SWINGS OUT ON A SLENDER WEB-LINE INTO THE GATHERING DUSK.

SOON, THE AMAZING ARACHNID CATCHES UP WITH THE TAXI BEARING HIS AUNT AS IT EASES ONTO THE BELT PARKWAY...

I WONDER WHY THE OTHER DRIVERS SEEM T'BE STARIN' AT MY CAB?

IS SOMETHIN' WRONG WITH IT? OH, HECK, I'LL CHECK IT AFTER I DUMP THIS FARE.

YOU SAID CONEY ISLAND, RIGHT, LADY?

TAXI

THAT'S RIGHT, SIR.

CONEY ISLAND??

ONCE IT WAS THE SHINING CENTER OF THE BOROUGH KNOWN AS BROOKLYN...

...BUT TODAY IT IS A TAWDRY SHADOW OF ITS FORMER SELF, RINGED BY HULKING HOUSING PROJECTS AND RUNDOWN TENEMENTS.

BAR

HOT DOGS

COTTON CANDY

STILL, IF ONE STRAINS, ONE MIGHT YET CATCH SOME SENSE OF THE EXCITEMENT THAT ONCE COURSED THROUGH THE PLACE LIKE AN ELECTRIC CURRENT...

12

...A LONG, LONG TIME AGO.

SKOOTER

EDEN MUSEE WORLD OF WAX

DREAMLAND CREATION

AUNT MAY'S WALKING THROUGH THIS WASTE-LAND LIKE SHE'S LOST IN A DREAM!

I'VE BEEN TRYING ALL NIGHT NOT TO THINK IT--

--BUT WHAT IF SHE *IS* BECOMING... *SENILE?*

PIZZA

WHILE, BELOW...

HEY, KAREN--WANNA RIDE THE WHIRL-WIND?

I BEG YOUR PARDON...?

THE YOUNG MAN'S VOICE CALLING TO HIS DATE, SEEMS TO GROW MUTE, AS IF CRYING FROM OVER A GREAT DISTANCE...

...AND HIS FIGURE SEEMS TO SHIMMER AND FADE...

...TO BE REPLACED BY A LONG-REMEMBERED FACE.

MAY!

I DIDN'T KNOW YOU'D BE OUT HERE TONIGHT!

ARE YOU...ER... *WITH* ANYONE?

I'M LOOKING FOR JOHNNY JEROME, BEN PARKER. HAVE YOU SEEN HIM?

13

DID AUNT MAY MUMBLE THE NAME... *BEN* PARKER!?

UNCLE BEN!

D:D THEY USED TO COME OUT HERE TOGETHER, WHEN THEY WERE COURTING? IS SHE RELIVING HER GIRLHOOD ALL OVER AGAIN?

AND, OH, NO, ISN'T IT A SIGN OF *SENILITY* WHEN OLD PEOPLE START LIVING IN THEIR OWN PAST??

WHILE SPIDER-MAN WORRIES IN THE PRESENT, MAY PARKER REMEMBERS HER PAST...

JOHNNY JEROME! MAY, THAT GUY'S NOTHING BUT TROUBLE...!

THERE'S NOTHING WRONG WITH JOHNNY JEROME, BEN PARKER!

HE'S JUST FOUND A BETTER WAY TO EARN A LIVING DURING THIS DEPRESSION THAN SLAVING AS A CARNIVAL BARKER!

MAY, HE'S JUST A CHEAP HOOD...!

YOU'RE JUST JEALOUS, BEN PARKER, AND I WON'T HEAR ANYMORE!

GOOD NIGHT!

FOLLOWING HER FOOTSTEPS OF OVER A HALF-CENTURY AGO, AUNT MAY ARRIVES AT THE CAROUSEL.

HOT DOGS

25

THE MERRY-GO-ROUND RHYTHMS SHE KNEW HAVE GIVEN WAY TO A DISCO BEAT...

...AND THE ANCIENT HORSES HAVE BECOME CHIPPED AND WORN WITH AGE...

...BUT IN HER MEMORY, ALL SHINES AS IT DID ON THAT NIGHT LONG AGO...

...WHEN SHE CAME TO CONEY ISLAND TO MEET JOHNNY JEROME.

HEY, BABE--

14

SHE REMEMBERS HOW JOHNNY JEROME SWUNG JAUNTILY ASTRIDE THE MOVING MERRY-GO-ROUND...

--SORRY I'M LATE.

...AND HOW HIS SOFT VOICE PLAYED ABOVE THE ORGAN LIKE MUSIC TO HER EARS.

I SAW YOU TALKIN' TO THAT HACKABOUT, PARKER!

BEN? HE'S JUST JEALOUS, JOHNNY!

HE SAYS YOU'LL GET ME IN TROUBLE!

"TROUBLE, BABE? NOT A CHANCE!"

TROUBLE!

THE CAROUSEL'S STARTED SPINNING FASTER, AND FROM THE FRANTIC WAY THE OPERATOR'S ACTING--

--IT'S NOT INTENTIONAL!

THE SPECTACULAR SPIDER-MAN SWINGS DOWN FROM THE SHADOWS. THE FRIGHTENED FACE OF HIS AUNT FLASHES PAST HIM.

AUNT MAY'S OUT OF HER DAYDREAM! SHE KNOWS SOMETHING'S WRONG!

I'VE GOT TO **STOP** THIS THING BEFORE THE SHOCK CAUSES HER MORE THAN JUST FRIGHT!

BUT, AWARE THAT ANY SUDDEN STOP MIGHT VIOLENTLY HURL HIS AUNT AND THE OTHER RIDERS FROM THE CAROUSEL...

15

...SPIDER-MAN INSTEAD GRABS ONE OF THE CAROUSEL'S IRON POLES AND DIGS HIS HEELS INTO THE DIRT, DRAGGING BACK AGAINST THE REVOLUTION OF THE RIDE WITH ALL HIS PREDIGIOUS SPIDER-STRENGTH, SLOWING IT TO A GRINDING HALT.

I'M GOING TO HAFTA WEAR DOCTOR SCHOLL'S IN MY SHOES FOR A WEEK AFTER THIS!

BUT AT LEAST NEITHER AUNT MAY ELSE WAS HURT!

THAT WAS GREAT, FELLA!

THERE WERE KIDS ON THE RIDE, AN' YOU SAVED 'EM.

I'M GONNA WRITE A LETTER TO THE *BUGLE* TELLIN' 'EM WHAT YOU DONE!

LOOK, IT WASN'T ANY...

HOLY SMOKES! WHILE I WAS CATCHING MY BREATH, AUNT MAY VANISHED INTO THE CROWD!

I SHOULD HAVE SLAPPED A *SPIDEY-TRACER* ON HER--SO MY *SPIDER-SENSE* COULD HAVE KEPT TRACK OF HER!

HOW AM I GONNA FIND HER NOW??!

AS THE CONCERNED YOUNG HERO FRANTICALLY SCOURS THE MIDWAY BELOW...

...HIS AUNT MAY RIDES A SPARKLING CIRCLE TOWARDS THE STARS.

HER VIEW OF NEW YORK'S SKYLINE ACROSS THE BAY IS BOTH GRAND AND GLORIOUS. MUCH HAS CHANGED...

...SINCE LAST SHE LOOKED OUT FROM SUCH A LOFTY HEIGHT, PERCHED ATOP A MOMENTARILY STILL FERRIS WHEEL OF AN OLDER TIME.

AIN'T IT SOMETHING, BABE?

JOHNNY... IT'S BEAUTIFUL.

16

BEAUTIFUL, BABE? THAT'S WHAT *YOU* ARE! AN' YOU SEE ALL THEM LIGHTS SPARKLIN' OUT THERE LIKE A STRING OF PEARLS? I'D LIKE T'SNATCH 'EM UP IN MY HAND--

--AN' STRING 'EM INTO A NECKLACE SO THAT ANYONE WHO SEES YOU WEARIN' 'EM WOULD HAVE T'SAY:

"THAT DAME, SHE'S THE *QUEEN* OF NEW YORK!"

OH, JOHNNY, I-I'VE NEVER SEEN ANYTHING SO LOVELY!

WHY NOT, BABE? YOU WANNA BE POOR AN' MEAN ALL YOUR LIFE--

BUT... I *CAN'T* ACCEPT IT!

--SCRATCHIN' OUT A LIVIN' ON THE GROUND LIKE THAT STOOGE *BEN PARKER*--

--OR YOU WANNA REACH HIGH FOR THE GOOD THINGS IN LIFE, LIKE I DO?!

JOHNNY, I--

YOUNG AND BELIEVING HERSELF IN LOVE, MAY RIELLY REACHED FOR THE PROMISE OF A MORE EXCITING LIFE THAT JOHNNY JEROME HELD OUT TO HER.

FOR A POOR GIRL RAISED IN THE DEPRESSION, IT WAS A REACH FROM THE EARTH TO THE STARS.

BUT, SUDDENLY, THE WHEEL LURCHED BACK INTO MOTION--

CLANG!

--AND, PANICKING, MAY REILLY GRABBED FOR THE CAR'S SAFETY RAIL, THE MAGIC SPELL OF A MOMENT AGO SHATTERED...

NO, JOHNNY. I--I CAN'T TAKE IT!

OH WELL, BABE! NO RUSH! WHEN YOU'RE READY YOU'LL TAKE THE THINGS I HAVE TO OFFER!

WILL I, JOHNNY?

WILL I?

MUCH LATER THAT NIGHT...

YOU LOST TRACK OF HER? AT CONEY ISLAND?

IT WAS CROWDED, NATHAN. THERE WAS...A LOT HAPPENING. SHE SLIPPED OUT OF MY SIGHT FOR A MINUTE...AND I COULDN'T FIND HER AGAIN! STILL, I WAS HOPING SHE'D HAVE COME HOME BY NOW...

THERE IS THE SOUND OF A KEY IN A LOCK...

...AND OF A DOOR SWINGING OPEN.

IT'S AUNT MAY--AT LAST! BUT SHE'S WALKING RIGHT PAST US...SHE'S TOO LOST IN THOUGHT TO EVEN NOTICE US!

THAT'S HOW ELDERLY PEOPLE ACT WHEN SENILITY SETS IN! I-I COULD HAVE ACCEPTED LOSING MAY TO ANOTHER MAN, BUT NOT TO... OLD AGE.

I DON'T BUY IT, NATHAN! SURE, MY AUNT'S ACTING STRANGE...

...BUT IT'S THE *LETTERS* THAT ARE CAUSING IT, AND I INTEND TO FIND OUT WHY!

18

THE ATTIC.

LOTS OF STUFF STORED UP HERE.

LOTS OF DUST.

LOTS OF MEMORIES

A HIGH SCHOOL SNAPSHOT OF PETE AND HIS CLASS-MATES.

CHEMISTRY

A CHEMISTRY SET THAT WAS THE PRIDE AND JOY OF A YOUNG HONORS STUDENT.

PHOTOS OF THE PARENTS HE NEVER KNEW...

...AND OF THE AUNT AND UNCLE WHO RAISED HIM LIKE THE SON THEY NEVER HAD.

BUT WHERE DO I FIND OUT THE IDENTITY OF THE MYSTERIOUS "JOHNNY" WHO SEEMS TO HAVE MY AUNT MAY UNDER HIS SPELL?

PETER SPIES AN OLD TRUNK, AND REMEMBERS CHILDHOOD AFTERNOONS PLAYING AMONGST THE MEMORABLIA IT CONTAINED.

THIS STUFF DIDN'T MEAN MUCH TO ME THEN, BUT I WAS JUST A KID AND THERE WAS NO MYSTERY TO BE SOLVED.

LET'S SEE IF IT MEANS ANYTHING NOW!

THE PHOTOS IN THE OLD ALBUM ARE BROWN AND BRITTLE WITH AGE.

The Reilly Family
Brooklyn 192

THIS IS ALL AUNT MAY'S CHILDHOOD STUFF, FROM WHEN SHE WAS GROWING UP IN BROOKLYN.

AND HERE'S AN OLD VALENTINE.

OME-310 BEDSTONE AVE.

To May
Forever Mine!

"TO MAY, FOREVER MINE!" DID MY UNCLE BEN WRITE THAT?

19

NO! THAT'S *NOT* UNCLE BEN!

Love, Johnny

AND IN THIS ALBUM HERE... MORE PICTURES OF AUNT MAY ARM-IN-ARM WITH ANOTHER MAN! AND THE INSCRIPTIONS IDENTIFY HIM AS... *JOHNNY JEROME!*

THEY WERE YOUNG, AND OBVIOUSLY IN LOVE...

PETE, WHERE ARE YOU GOING?!

PHOTOS

...YET AUNT MAY MARRIED MY UNCLE BEN, AND I NEVER HEARD OF JOHNNY JEROME-- UNTIL NOW!

TO GET SOME ANSWERS, NATHAN--

"--FROM THE ANSWER MAN!"

DAILY BUGLE

I KNOW IT'S A TALL ORDER, BURT, ESPECIALLY GOING BACK SO FAR...

NEWSPAPER MORGUES ARE LIKE GRAVEYARDS, PETE. EVERYTHING GETS BURIED HERE.

LUCKILY, THE BUGLE RECENTLY WENT OVER TO A COMPUTER FILING SYSTEM, SO ACCESSING ANCIENT INFORMATION IS SOMEWHAT EASIER THAN EXHUMING THE DEAD.

IF THIS "JOHNNY JEROME" YOU'RE LOOKING FOR EVER MADE THE PAGES OF ANY METROPOLITAN NEWSPAPER IN THE PAST 100 YEARS, THE COMPUTER SHOULD HAVE HIM ON FILE.

TAPPING INTO A MASSIVE MEMORY BANK IN THE BUGLE'S BASEMENT...

...IT IS A MATTER OF MERE SECONDS BEFORE THE MORGUE TERMINAL FLASHES THE INFORMATION THAT PETER PARKER SEEKS...

JEROME, JOHN
BORN: BROOKLYN, APRIL 11, 19[illegible]
OCCUPATION: CAREER CRIMINAL
CRIMES: NUMBERS-RUNNING; BOOTLE
GAMBLING; BURGLARY; MURDER.
CONVICTIONS: FELONY-MURDER
SENTENCE IMPOSED: DEATH
NOTE: SENTENCE COMMUTED TO
LIFE-IMPRISONMENT, 19[illegible];
PAROLED, JUNE 24, 1984

WHEW! LOOKS LIKE YOU'VE GOT YOURSELF A TOUGH ONE, PETE!

AND RECENTLY PAROLED, TOO! PETE?

THANKS, BURT! THANKS A LOT!

HIS HEART POUNDING WILDLY, PETER PARKER RACES FROM THE OFFICES OF THE DAILY BUGLE...

...BACK TO FOREST HILLS...

NATHAN, WHERE IS SHE? WHERE'S MY AUNT?!

I TRIED TO CALL YOU, PETE! ANOTHER LETTER ARRIVED SOON AFTER YOU LEFT, AND MAY WENT OUT AGAIN!

OUT? WHERE?!

Dearest May,
I've got to see you one last time! If you still love me, meet me under the arch!
Love, Johnny

WHAT AM I GONNA DO?! THE MAN AUNT MAY USED TO LOVE IS A *MURDERER!*

I CAN'T STOP HER FROM MEETING HIM, BUT I CAN'T LET HER MEET HIM ALONE!

BUT *WHERE* ARE THEY MEETING? WHERE IN BLAZES IS...

...THE *ARCH!*

OF COURSE! THE PHOTO IN THE ALBUM OF THE *ARCHED ROSE-TRELLIS* ACROSS THE WALK BEFORE AUNT MAY'S CHILDHOOD HOME!

PETE, DO YOU KNOW WHERE MAY'S GONE?!

310 *BEDSTONE AVENUE*, NATHAN--IF I'M RIGHT!

21

AND I CAN ONLY *PRAY* THAT I AM!

AND SO, SOON...

IT TOOK ME HALF AN HOUR TO GET FROM QUEENS TO BROOKLYN...

...BUT IT'S AS IF I WENT TO ANOTHER PLANET! THIS PLACE IS A TEXTBOOK BURNED OUT SLUM!

FEARFUL FOR HIS AUNT'S SAFETY IN SUCH SURROUNDINGS, SPIDER-MAN DESPERATELY SCANS THE DEVASTATED TENEMENTS DOWN BELOW...

THERE'S BEEN SO MUCH DEVASTATION HERE!

WHO KNOWS IF AUNT MAY'S CHILDHOOD BUILDING IS EVEN STILL STANDING?

BUT I'VE GOT TO FIND IT...FIND HER!

"NOW, IF THAT MAP I CHECKED OUT EARLIER WAS RIGHT... *YEAH!*

BEDSTONE AVE

"I'VE FOUND IT."

AND THEN...

THE ARCH!

NO ROSES HAVE BLOOMED ON IT FOR QUITE A FEW YEARS...

...YET STILL IT STANDS, AN ANACHRONISM, OUT OF PLACE IN THE COMPANY OF THE MOST RECENT INHABITANTS OF 310 BEDSTONE AVENUE.

THIS IS WHERE YOU WANT ME TO LET YOU OFF, LADY?!--

--THIS PLACE IS A *SLUM!*

YES.

YES IT IS.

ATTAGIRL, AUNT MAY! YOU *CAN'T* BE SENILE IF YOU CAN SEE THIS PLACE FOR THE RAT'S NEST IT'S BECOME!

YES, IT IS QUITE DREADFUL. BUT, YOU KNOW...

...IT WAS *BEAUTIFUL*... ONCE.

...THOUGH REALITY REFUSES TO BE FORGOTTEN.

I MUST BE DREAMIN'! AN OLD LADY GOIN' INTO THAT HOLE...

WITH HER *PURSE* ON HER ARM!

AGAIN MEMORY OVERWHELMS REALITY...

OH, GREAT! THE LOCAL GENTRY ARE FOLLOWING AUNT MAY INSIDE!

I GOTTA KEEP THEM AWAY FROM HER-- QUICKLY AND QUIETLY AFTER SHE'S OUT OF EAR-SHOT! IN HER PRESENT STATE, I DON'T KNOW WHAT ANY KIND OF SHOCK MIGHT DO TO HER!

BUT MAY PARKER'S "PRESENT STATE"...IS IN THE PAST.

MAY? IS THAT YOU?

A VOICE, LONG UNHEARD, ECHOES DOWN THROUGH THE YEARS...

YES, MOTHER. I'M HOME.

GO IN AND SAY HELLO TO YOUR FATHER, DEAR. TELL HIM I'LL HAVE SUPPER READY SOON.

HELLO, MAY! ENJOY YOURSELF TODAY? I HEAR BEN PARKER WORKS OVER AT CONEY ISLAND NOW!

YES, DADDY, HE DOES.

BUT I WAS WITH *JOHNNY JEROME.*

THE DOOR TO MAY REILLY'S ROOM IS LONG GONE FROM ITS HINGES...

...AND ONLY PEELING PAINT AND CRUMBLING PLASTER ADORN THE WALLS WHERE ONCE HUNG GAILY PRINTED WALL-PAPER SHE HERSELF PLACED UPON THEM SO MANY YEARS AGO.

OH, MY...!

IT IS HARD TO REMAIN ABSORBED BY MEMORIES WHEN REALITY INTRUDES ITSELF SO HARSHLY UPON THE MIND.

I'LL BET THIS PLACE WAS CLEAN AS A WHISTLE FIFTY YEARS AGO!

TIME HAS BEEN HARD ON IT!

I ONLY PRAY THAT TIME HAS BEEN EASIER ON MY AUNT!

A QUICK CRAWL ALONG CRUMBLING CORRIDORS...

...BRINGS THE SPECTACULAR SPIDER-MAN INTO POSITION ABOVE THE JUNKIES CONVERGING ON HIS AUNT.

NOW TO HANDLE THESE HUMAN VULTURES WITHOUT ALERTING AUNT MAY...!

WHILE...

THAT BOX--ON THE WINDOWSILL--!

IT'S...GIFT-WRAPPED--QUITE OUT OF PLACE HERE!

OH!

"WHEN YOU'RE READY, BABE, YOU'LL TAKE THE THINGS I HAVE TO OFFER!"

24

OH, YEAH, BABE-- YOU *WILL!*

JOHNNY, WHAT... *MMMPHH!*

NO TIME FOR SMALL TALK, SWEETHEART!

WE GOTTA WORK FAST NOW!

BUT, JOHNNY, I ALREADY TOLD YOU-- I CAN'T ACCEPT THIS!

SURE YOU CAN, BABE...

...IF YOU'RE *MRS. JOHNNY JEROME!*

WELL, BABE...

THE VOICE SO YOUNG, SO CONFIDENT...

... FALLS FALTERINGLY AND FRAIL UPON MAY PARKER'S EARS.

... WHAT DO YOU SAY?

ONCE, HE HAD BEEN A DASHING, SEDUCTIVE YOUNG MAN.

TODAY, JOHNNY JEROME IS BEATEN, TIRED, WORN-DOWN BY THE YEARS...

SADDEST OF ALL, FOR HIM THERE IS NO EMERGING FROM THE MEMORIES HE SHARES WITH MAY PARKER.

MEANWHILE, IN THE HALLWAY BEYOND...

OKAY, LET'S...

KO NK

SPIDER-MAN SAYS NOTHING.

HE DOESN'T HAVE TO.

AND, STUNNED SPEECHLESS, THE STARTLED JUNKIES TAKE TO THEIR HEELS.

25

WHAT FOLLOWS IS BOTH SHORT...

...AND SWEET...

...UNTIL ONE OF THE QUIVERING TOUGHS FINDS HIS COURAGE IN A HANDGUN.

AH-AH-AH, SLEAZEBALL! WE CAN'T HAVE ANY NOISE!

PWIP

SPIDER-MAN'S WEBBING ALL BUT MUFFLES THE GUNSHOT.

AND, BEFORE THE SHOOTER CAN SCREAM FROM THE PAIN OF THE BACKFIRE...

SWOK

PLEASANT DREAMS, CREEP!

AND, IN THE RUIN THAT WAS ONCE A YOUNG GIRL'S BEDROOM...

MAY, DID YOU JUST HEAR SOMETHING?

YES, JOHNNY!

FOR A MOMENT, MAY PARKER'S MEMORIES AGAIN RACE BACK... AND MEET WITH JOHNNY JEROME'S...

IT SOUNDED LIKE... A *GUNSHOT!*

IT'S THE *COPS!* THEY MUST'VE CAUGHT UP WITH MY BAG-MEN!

THERE'S NO TIME AT ALL NOW, BABE! WE GOTTA GO! COME WITH ME! BE MY WIFE!

YOU'RE IN *TROUBLE*, JOHNNY! WHAT DID YOU DO?!

OH, NOTHING MUCH, MAY. HE AND A FEW FRIENDS JUST HELD UP A JEWELRY STORE... AND SHOT THE POOR OLD MAN WHO TRIED TO CALL FOR HELP!

THAT'S WHERE HE GOT YOUR NECKLACE, MAY... AND WHERE YOUR WEDDING RING'LL MOST LIKELY COME FROM IF YOU AGREE TO MARRY THIS THUG!

PARKER!

JOHNNY! IS-- IS BEN TELLING THE TRUTH?!

PARKER, YOU...! I'LL KILL YOU...

IT *IS* THE TRUTH THEN! ALL THAT MONEY YOU SPENT ON ME--ALL THOSE PRESENTS YOU WANTED TO GIVE ME...

YOU *STOLE* THEM ALL! OH, JOHNNY, DID YOU EVER THINK I COULD MARRY A... A *CRIMINAL?!*

TIMES ARE HARD, BABE! A MAN'S GOTTA TAKE WHAT HE WANTS IF HE'S GONNA HAVE ANYTHING!

STILL, I TOOK WHAT I TOOK TO GIVE IT TO *YOU!*

BUT NOW THERE'S NO TIME LEFT NOW!

NO TIME AT ALL!

27

POW POW

JOHNNY!

HE'S CORNERED, MAY!

KPOW!

YOU'LL NEVER TAKE ME-- AARRGGHH!

MY LEG!!

THEY'VE GOT HIM NOW.

MAY REILLY CRIED IN BEN PARKER'S ARMS.

IN TIME, SHE FOUND SHE LIKED HAVING THEM AROUND HER.

IN TIME...

THAT WAS ALL SUCH A LONG TIME AGO.

THE COPS ARE HERE, BABE! WE'VE GOT TO GO--NOW...!

NO, JOHNNY, STOP! STOP LIVING IN THE PAST!

THIS ALL HAPPENED DECADES AGO! THE POLICE CAUGHT YOU! YOU WERE SENT TO PRISON! IT'S OVER!

THAT'S REALITY, BUT YOU'VE BEEN LIVING IN YOUR FANTASIES FOR ALL THAT TIME! I COULD TELL THAT FROM YOUR LETTERS--THE ONES YOU MAILED ME WHILE AWAITING YOUR RELEASE FROM PRISON.

THEY AWAKENED MEMORIES FOR ME, JOHNNY--EVEN MADE ME DO SOME FOOLISH THINGS--LIKE COMING HERE!

THEY REMINDED ME OF THE FOOLISH FANTASIES I'D BELIEVED IN WHEN I WAS YOUNG AND, I THOUGHT, IN LOVE!

BUT ON THE NIGHT YOU PROPOSED TO ME, I STARTED TO GROW UP, TO SET ASIDE MY FANTASIES AND START MAKING DECISIONS ABOUT MY LIFE!

MARRYING *BEN PARKER* WAS THE FIRST-- AND THE BEST-- OF THOSE DECISIONS!

BUT I LOVE YOU, MAY!

YOU LOVE YOUR *MEMORY* OF ME--A MEMORY YOU'VE LIVED WITH FOR ALL THESE YEARS WHEN *PRISON* DENIED YOU EVERYTHING ELSE.

IT...IT'S STILL ALL I'VE GOT, MAY. AND I...I HAVEN'T GOT MUCH TIME LEFT TO LIVE. THAT'S WHY THEY PARDONED ME.

THERE'S NO TIME LEFT, BABE. NO TIME AT ALL.

YOU NEVER DID HAVE MUCH TIME... OR MUCH OF A LIFE, JOHNNY JEROME.

28

MAYBE I CAN FIND SOMEPLACE FOR YOU TO LIVE OUT THE REST OF YOUR DAYS... AT *PEACE* WITH YOURSELF AND YOUR MEMORIES.

BUT I CAN'T HELP YOU BEYOND THAT, JOHNNY. I'VE GOT MY OWN LIFE TO LIVE...

...TODAY.

NOW, WE MUST LEAVE HERE--AND CAREFULLY. IF THERE ARE MEN WITH GUNS-- THEN WE'VE GOT TO AVOID THEM.

I TOOK CARE OF THESE CHUMPS IN TIME TO HEAR AUNT MAY'S WHOLE LITTLE SPEECH...

...AND, BOY, DO I EVER FEEL RELIEVED! ALL RIGHT, AUNT MAY!

ALL RIGHT!

AND SO, SOME TIME LATER BACK IN FOREST HILLS...

NATHAN! WHAT IN THE WORLD ARE YOU STILL DOING *UP*?!

WHAT...?! MAY! I WAS WORRIED...! I... THAT IS... I WAS WAITING FOR...!

YOU WERE WAITING FOR ME? THAT WAS SWEET OF YOU!

I'M *BACK* NOW... I'M BACK.

BUT YOU NEEDN'T WAIT ANY LONGER.

NOW, LET'S GO HAVE SOME TEA, NATHAN. I BELIEVE I OWE YOU SOME EXPLANATIONS...

...THAT I'M FINALLY READY TO GIVE.

THE END

29

Stan Lee PRESENTS: The Black Cat starring in CAT AND MOUSE

BOB DENATALE STORY • RON RANDALL ART • JANICE CHIANG LETTERING • GEORGE ROUSSOS COLORING • DANNY FINGEROTH & AL MILGROM EDITORS • JIM SHOOTER EDITOR-IN-CHIEF

"FELICIA HARDY, KNOWN TO THE WORLD AT LARGE AS THE BLACK CAT, WAS LOOKING FORWARD TO AN ADVENTUROUS EVENING WITH HER LOVER, THE AMAZING SPIDER-MAN. LITTLE DID SHE KNOW I WOULD BE SUPPLYING THE ADVENTURE THAT NIGHT..."

HELLO, MY FRISKY FELINE! DID YOU MISS ME?

LIKE A DRUMMER MISSES HIS STICKS, SPIDER! BUT WHAT ARE YOU DOING WITH A BAG OF...GROCERIES?

I THOUGHT YOU WERE JUST KIDDING WHEN--

WHEN I SUGGESTED WE SPEND A QUIET EVENING AT HOME LIKE A NORMAL COUPLE FOR ONCE? NOPE!

THAT'S WHY I BROUGHT PROVISIONS. FRANKS, BEANS, CHEESE, POPCORN...

...AND THIS!

OH, SPIDER! YOU SHOULDN'T HAVE!

IT'S MY WAY OF SAYING THANK YOU FOR GIVING UP THE SWASHBUCKLING FOR ONE NIGHT.

THAT'S REALLY IMPORTANT TO YOU, ISN'T IT? SOMETIMES, I DON'T--

OH, MY LOVE...

A WINE CARAFE! IT'S BEAUTIFUL!

THANK YOU! MMMMMMMMM.

MMMMM. YES, ACTING LIKE A NORMAL COUPLE OCCASIONALLY *IS* IMPORTANT TO ME, FELICIA.

SOMETIMES I NEED REASSURANCE THAT THERE'S MORE TO OUR RELATIONSHIP THAN PROWLING AROUND ROOF-TOPS LOOKING FOR TROUBLE.

BESIDES, I'M TIRED OF SHARING YOU WITH ALL OF THE CITY'S WEIRDOS! IF IT'S NOT THE PUMA, IT'S THE ROSE OR THE ANSWER!

BUT NOT TONIGHT.

OH, YOU CAN BE SO SILLY--

--WE'RE SPIDER-MAN AND THE BLACK CAT! WE'RE *SUPPOSED* TO BE LOOKING FOR TROUBLE!

BUT I DO HOPE YOU'RE NOT PLANNING TO WATCH TV ALL NIGHT!

NO, BUT THERE'S A GREAT SPY MOVIE ON CABLE. IT'S ALL ABOUT A STOLEN MICROFILM.

YOU ARE STRANGE, MY LOVE. I GUESS THAT'S WHY I FIND YOU SO IRRESISTIBLE!

ALL RIGHT! FOR YOU, MY SPIDER, ONE NIGHT OF DOMESTIC PEACE AND QUIET. I'LL EVEN DO THE COOKING!

"AND THAT'S HOW THINGS STOOD THE NIGHT I DECIDED TO POP IN FOR A VISIT.

OH NO.

2

THE CARAFE SPIDER GAVE ME--

IT'S GONE!

I KNOW I PUT IT RIGHT ON THE COUNTER. WHERE--?

SPIDEY THINKS I'M ENOUGH OF A FLAKE ALREADY! IF HE FINDS OUT I LOST THE CARAFE...

SPIDER! I THINK WE HAVE A PROBLEM. I WANT TO USE THAT GORGEOUS CARAFE...

...BUT I'VE RUN OUT OF WINE. BE SWEET AND PICK SOME UP AT THE STORE.

MY PLEASURE, CAT! COURTESY OF YE OLDE WEBLINE EXPRESS, IT WON'T TAKE ME A MIN--

THAT'S NOT PLAYING FAIR! WE SAID WE'D ACT NORMAL TONIGHT.

YOU'VE GOT ME THERE, M'LOVE. BUT YOU BETTER NOT TRY TO DENY ME ALL MY FUN!

I'LL TAKE THE ELEVATOR, BUT I'LL AMBLE OVER TO IT IN MY OWN INIMITABLE STYLE.

-WHEW!- IF HE'D GONE DOWN ON HIS WEBLINE, HE'D BE BACK TOO SOON. NOW I'VE BOUGHT MYSELF TIME TO FIND THAT CARAFE!

HOW EMBARRASSING! WOULDN'T J. JONAH JAMESON LOVE TO PUT THIS ON THE COVER OF THE DAILY BUGLE!

3

"BACK IN THE APARTMENT, FELICIA WAS CONDUCTING A THOROUGH SEARCH...

CURIOUSER AND CURIOUSER! WHERE DID THIS COME FROM?

A MATCHBOOK, WITH A MOUSE CRUDELY DRAWN ON IT.

Zitani's

HMMM. IT MUST BE A CLUE.

IT'S FROM ZITANI'S RESTAURANT. BUT WHO LEFT IT? AND WHAT DOES IT MEAN?

ONLY ONE WAY TO FIND OUT! ZITANI'S IS ONLY A FEW BLOCKS AWAY!

FORGIVE ME, SPIDER.

THIS IS THE PLACE! COULD THE CARAFE BE SOMEWHERE IN HERE?

BINGO!

4

"A FEW MOMENTS LATER, INSIDE...

THINK FAST, CAT! YOU'D FEEL PRETTY SILLY SAYING, "OH, BY THE WAY, THIS IS MY CARAFE. I KIND OF MISPLACED IT."

HELLO. I'M THE BLACK CAT, WORLD FAMOUS CRIMEFIGHTER, AND PARTNER TO THE SPECTACULAR SPIDER-MAN.

UH... EDWARD, WHAT IS THIS?

AND I HATE TO BOTHER YOU, BUT THIS CARAFE YOU'RE USING HAS MICROFILM IMPRINTED ON THE EMBOSSING. TOP SECRET, YOU KNOW. VERY DANGEROUS INFORMATION.

BUT UH... ER...

SO, IF YOU'LL ALLOW ME TO TAKE IT OFF YOUR HANDS, I'LL SEE THAT IT GETS TO THE PROPER--

HOLD IT RIGHT THERE!

I'LL TAKE THAT MICROFILM, IF YOU PLEASE. AND NO FUNNY BUSINESS!

YOU'VE BEEN CLEVER, CAT. BUT NOT CLEVER ENOUGH FOR ME!

WHAT'S GOING ON? I MADE UP THAT STORY ABOUT THE MICROFILM!

I COULD HANDLE THIS JOKER EASILY...

...BUT THE CARAFE MIGHT GET SMASHED IN THE PROCESS.

AND JUST TO MAKE SURE YOU DON'T BOTHER ME AGAIN, I'LL TAKE THIS CHARMING COUPLE WITH ME, FOR HOSTAGES.

5

"BUT THE CAT WAS UNDAUNTED...

THE IDIOT! SHE DECIDED TO FOLLOW US! I'LL HAVE TO TEACH HER A LESSON!

STAY CALM, ABIGAIL.

OH DEAR.

HERE! TAKE THIS!

WHAT?

"THE GAME WAS ON!

AH, CAT. YOU PROVE THAT YOU DESERVED YOUR REPUTATION AS THE GREATEST BURGLAR IN THE WORLD.* YOU PLAY WITH GUSTO, CONFIDENCE, AND SKILL!

6

* THROUGH SPIDEY'S ENCOURAGEMENT, FELICIA HAS REFORMED--DANNY & AL.

"AND WHAT OF OUR BEWILDERED COUPLE?

EDWARD, PLEASE, JUST THROW IT AWAY! AND LET'S PRETEND NONE OF THIS EVER HAPPENED.

NO, ABIGAIL! THIS COULD BE A MATTER OF NATIONAL SECURITY. IT'S OUR RESPONSIBILITY TO--

DON'T BE STUBBORN! WE CAN'T GET MIXED UP IN THIS! IT'S DANGEROUS!

'SCUSE ME, FOLKS. IF YOU'RE GONNA QUARREL, HOW ABOUT DOIN' IT INDOO--!

NO!

I MEAN, PLEASE, WE NEED YOUR HELP!

"MEANWHILE, ON THE ROOFTOP ABOVE THEM...

HA! I'VE GOT YOU NOW!

ME, PERHAPS, BUT NOT THE CARAFE.

I PASSED IT ON TO OUR FRIENDS FROM ZITANI'S.

OH, NO!

I DON'T KNOW ABOUT THE "SPY", BUT THE GIRL YOU DESCRIBE SOUNDS LIKE THE BLACK CAT.

POLICE

MAYBE WE ALL BETTER GO TALK TO CAPTAIN DeWOLFFE ABOUT THIS. SHE'S DEALT WITH THE CAT BEFORE.

7

UH-OH! HERE COMES DOUBLE TROUBLE.

AND THEN THIS IS THE MOVE I FAKED OUT PUMA WITH--MINUS THE PAPER BAG, OF COURSE!

I'VE GOT TO GET HOME BEFORE SPIDER DOES. I CAN'T LET HIM SEE I'M OUT HAVING AN ADVENTURE, EVEN THOUGH IT MEANS LETTING "THE SPY" GET AWAY.

OH, WOW.

MADE IT! GOOD THING SPIDER TOOK THE TIME TO SHOW OFF FOR THOSE KIDS.

HI, CAT!

BACK WITH THE GOODS, FELICIA. HOW'S DINNER GOING?

MMMMMM. HAVING A LITTLE TROUBLE, ACTUALLY.

YOU JUST WAIT RIGHT HERE, LOVER, AND DON'T DISTURB ME FOR A LITTLE WHILE.

TAKE YOUR TIME. I CAN CATCH THE REST OF THAT MOVIE.

THAT'S GOOD, SPIDER. UH...

...OUR SUMPTIOUS REPAST WILL BE READY IN NO TIME--

PLAY IT COOL NOW.

SPIDER! YOU'RE HOME.

8

-- I HOPE.

"POLICE HEADQUARTERS...

THIS IS GETTING MORE MIXED UP EVERY MINUTE!

HOW AM I SUPPOSED TO GET THE CARAFE FROM CAPTAIN DeWOLFF? I'VE BEEN GETTING HOSTILE VIBES FROM HER LATELY. I DON'T KNOW IF SHE'D EVEN GIVE IT UP TO ME IF I ASKED.

AND MY SUPER POWERS AREN'T ANY HELP HERE. THEY ONLY CAUSE BAD LUCK TO SOMEONE WHO'S ACTUALLY ATTACKING ME.

I WAS A GREAT CAT-BURGLAR IN MY TIME. AM I GOING TO HAVE TO FIGURE OUT HOW TO BREAK *INTO* POLICE HEADQUARTERS?

9

"AND INSIDE...

A STRANGE LITTLE PUZZLE HERE.

IF THE BLACK CAT IS INVOLVED, MAYBE SPIDER-MAN IS TOO. I WOULDN'T MIND SEEING HIM AGAIN. MAYBE--

ALWAYS TALK TO YOURSELF, CAPTAIN?

WHO--?

LIEUTENANT TAMARIND, C.I.A. I'VE COME FOR THE CARAFE.

SHOOT! NO TIME FOR SUBTLETY NOW!

KR-ASH!

OKAY, MISTER! I'VE HAD ENOUGH OF THIS!

WHOOPS!

FELICIA!

10

HAND IT OVER! NOW!

FELICIA! WHAT'S THIS ALL ABOUT?

STOP RIGHT THERE, MISTER! YOU'RE NOT GETTING AWAY FROM ME THIS TIME!

"WE EXITED, LEAVING A VERY CONFUSED CAPTAIN DeWOLFF BEHIND...

WILL SOMEBODY TELL ME WHAT'S GOING ON?

"WHILE, OUT ON THE LEDGE...

COME ON, FELICIA--BACK OFF! HAVEN'T YOU FIGURED OUT--

HEY! WHAT'S HAPPENING!

I TRIPPED! OF ALL THE LUCK!

OH NO!

HOW AM I GOING TO EXPLAIN ALL THIS TO SPIDER NOW?!? HE'D NEVER UNDERSTAND...

FELICIA...

NEVER.

CRASH!

11

FELICIA! WHAT'S THE MATTER?

FELICIA! I'M SORRY THIS GAME GOT OUT OF HAND, BUT I'LL BUY YOU ANOTHER CARAFE!

THIS ISN'T LIKE YOU.

HOW DO YOU KNOW WHAT I'M--

IT'S YOU!

"THAT'S RIGHT! IT WAS ME, TAMARA BLAKE, FELICIA'S OLDEST FRIEND, DROPPING BY FOR A NIGHT OF HARMLESS FROLIC...

FELICIA, THIS WAS JUST SUPPOSED TO BE A LITTLE GAME, LIKE WE USED TO PLAY WHEN WE WERE LEARNING TO BE CAT BURGLARS TOGETHER.

I DIDN'T MEAN FOR THIS TO HAPPEN. BUT IT'S NOT ANYTHING TO MAKE SUCH A BIG FUSS OVER!

OH, TAMMY, YOU DON'T UNDERSTAND! IT'S NOT JUST THAT.

IT'S KEEPING ALL THESE SECRETS FROM SPIDER!

I HAVE THESE SUPER POWERS, AND I CAN'T TELL HIM ABOUT IT BECAUSE I GOT THEM FROM HIS GREATEST ENEMY!

I LOVE HIM. I REALLY DO. BUT I DON'T KNOW HOW TO TALK TO HIM HALF THE TIME!

OH, FELICIA...

"I TOOK FELICIA HOME THEN. SHE SNUCK BACK IN THE WINDOW, AND I SHOWED UP AT THE FRONT DOOR A FEW MINUTES LATER, PLAYING THE 'UNEXPECTED VISITOR!'

"THE THREE OF US HAD A WONDERFUL TIME THAT NIGHT. AND, YOU KNOW, SPIDER-MAN NEVER EVEN ASKED ABOUT THE CARAFE.

"BUT I WAS WORRIED FOR FELICIA WHEN I LEFT HER. SHE USED TO BE SO CARE-FREE, WILD, AND SELF-RELIANT, LIKE A STRAY CAT. WHAT'S HAPPENED TO HER?

"I HOPE SHE FINDS HAPPINESS WITH SPIDER-MAN. I TRULY DO. BUT I CAN'T HELP BUT WONDER."

END

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the AMAZING SPIDER-MAN®

THE ORIGINAL IS BACK!

F/R

PLUS

THE NEVER-BEFORE-TOLD TRUE STORY OF MARY JANE WATSON!

THE HOBGOBLIN STRIKES!

ALL MY PASTS REMEMBERED!

SPIDER-MAN™

I'M REAL GLAD WE FINALLY GOT THIS CHANCE TO TALK, PETER.

I CAN JUST IMAGINE HOW CRAZY YOUR LIFE HAS BEEN LATELY... ESPECIALLY SINCE I TOLD YOU THAT I KNOW YOU'RE *SPIDER-MAN!**

WHAT AM I GOING TO DO? HOW CAN I EVER CONVINCE *MARY JANE* THAT SHE'S WRONG ABOUT MY SECRET IDENTITY?

SHOULD I EVEN TRY?!

STAN LEE *PRESENTS*
TOM DEFALCO-- *WRITER*
RON FRENZ-- *PENCILER*
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JOE ROSEN-- *LETTERER*
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JIM SHOOTER--*EDITOR-IN-CHIEF*

**SEE ISSUE #257-- DANNY.*

I CARE ABOUT MARY JANE. I REALLY DO! HECK, I EVEN PROPOSED TO HER ONCE.

WHAT'S THE HARM IN HER KNOWING THAT I'M SPIDER-MAN?

BUT SHE CAN BE SO FLAKEY AT TIMES! CAN I REALLY TRUST HER WITH MY GREATEST SECRET?

RELAX, PETER! I KNOW WHAT YOU'RE THINKING ABOUT, AND YOU NEEDN'T WORRY.

I'M NOT THE SPACE CADET I APPEAR TO BE...

IT'S FUNNY. WE'VE KNOWN EACH OTHER FOR A LONG TIME...

...BUT WE REALLY DON'T *KNOW* EACH OTHER!

WE'RE SUPPOSED TO BE FRIENDS, BUT WE NEVER OPEN UP TO EACH OTHER. WE DON'T SHARE...

WE'RE A GREAT PAIR, AREN'T WE?

I GUESS I NEVER QUITE LOOKED AT IT LIKE THAT.

FRIENDSHIP CARRIES SOME PRETTY BIG RESPONSIBILITIES, BUT WE'VE JUST BEEN COASTING ALONG.

I DO THAT A LOT! SOMETIMES I THINK I'VE SPENT MY WHOLE LIFE RUNNING AWAY FROM THAT KIND OF RESPONSIBILITY.

I GUESS I GET THAT FROM MY PARENTS...

DID I EVER TELL YOU ABOUT THEM?

2

"THEY MET IN COLLEGE. MOM WAS A DRAMA STUDENT, AND DAD MAJORED IN MODERN AMERICAN LITERATURE.

"OH, THEY WERE SO IN LOVE IN THOSE DAYS! THEY JUST COULDN'T WAIT TO GET MARRIED.

"AFTER GRADUATION, MOM WANTED TO MOVE TO NEW YORK CITY, TO TRY HER HAND AT ACTING, BUT DAD HAD OTHER IDEAS...

BE SENSIBLE, MADELINE! I'VE ALREADY BEEN OFFERED A TEACHING POSITION. IT'S ONLY A SMALL COLLEGE OUT IN THE MIDDLE OF NOWHERE, BUT IT IS A START...

OH, PHILIP, I'D MOVE TO SIBERIA IF IT WOULD MAKE YOU HAPPY!

"THEY WERE MARRIED ABOUT EIGHTEEN MONTHS WHEN THEY HAD MY SISTER *GAYLE*...

"I WAS BORN FOUR YEARS LATER.

"AS THE YEARS PASSED, DAD BECAME A FULL PROFESSOR. HE WAS POPULAR WITH HIS STUDENTS, AND THE COLLEGE ADMINISTRATION RESPECTED HIM.

"MOM DEVOTED HER LIFE TO US KIDS

"MY PARENTS MUST HAVE LOOKED LIKE THEY HAD IT ALL...BUT DAD WASN'T SATISFIED. HE WANTED TO WRITE! TO PROVE TO THE WORLD THAT HE HAD THE SKILL AND TALENT TO BE ANOTHER FITZGERALD, A FAULKNER--!

"HE DIDN'T!

NO! *NO!* IT ISN'T COMING OUT RIGHT!

IT'S TRASH! EVERYTHING I WRITE IS TRASH!

CAN'T YOU KEEP THOSE KIDS QUIET?

MADELINE, IT'S *YOUR* FAULT I CAN'T CONCENTRATE!

HUSH, GIRLS! YOUR FATHER IS TRYING TO WORK!

BUT WE WEREN'T DOING ANYTHING, MOMMA!

I KNOW, SWEETHEART!

3

"DAD BEGAN SWITCHING JOBS, MOVING FROM ONE COLLEGE TO THE NEXT. I DON'T KNOW WHAT HE WAS LOOKING FOR, BUT HE NEVER SEEMED TO FIND IT.

"MOM ENDURED THE CONSTANT MOVING, EVEN THOUGH SHE HATED IT.

"I WASN'T WILD ABOUT IT EITHER.

"AS A RESULT, GAYLE AND I WERE ALWAYS CHANGING SCHOOLS. IT WASN'T EASY TO MAKE FRIENDS... BUT I REALLY WANTED THE OTHER KIDS TO LIKE ME, TO NOTICE ME...

WE HAVE A NEW STUDENT... MARY JANE WATSON.

THAT'S ME--THE ONE AND ONLY!

"I GUESS I BECAME A BIT OF A CLASS CLOWN!

"GAYLE HANDLED HER LONELINESS DIFFERENTLY. SHE BEGAN TO STUDY DANCE...

"SHE WOULD PRACTICE FOR HOURS... JUST HER AND HER MUSIC!

"MEANWHILE, THINGS CONTINUED TO GET WORSE BETWEEN MOM AND DAD...

I NEVER WANTED A HOUSE OR CHILDREN!

THEY'RE ANCHORS HOLDING ME DOWN!

"AND THEN, ONE DAY...

ENOUGH! THOSE BLOODY DANCE LESSONS ARE COSTING ME A FORTUNE!

SWAK!

PHILIP, NO--!

NOT THE CHILDREN--! DON'T TAKE YOUR FRUSTRATIONS OUT ON THEM, TOO!

"I COULDN'T BELIEVE MY FATHER HAD ACTUALLY STRUCK GAYLE! I FELT HELPLESS! ENRAGED--!

"I DIDN'T KNOW WHAT TO DO, SO I BEGAN TO RUN...

HEY, MARY JANE! WHERE YOU GOING IN SUCH A HURRY?

YOU OKAY--? YOU LOOK LIKE SOMETHING'S WRONG!

W-WRONG--?!

ARE YOU KIDDING?

NOTHING'S *EVER* WRONG WITH MARY JANE WATSON!

"MOM FINALLY GAVE UP ON HER MARRIAGE A FEW WEEKS LATER, WHILE MY FATHER WAS BEING HONORED BY HIS COLLEGE...

MAN OF THE YEAR

"WE SLIPPED OUT OF THE HOUSE WHILE HE WAS STILL AT THE AWARDS CEREMONY. I GUESS MOM JUST COULDN'T FACE HIM ANYMORE...

"A MESSY DIVORCE FOLLOWED! DAD SUED HER FOR DESERTION, AND THE COURT WASN'T VERY SYMPATHETIC TOWARDS HER...

"WE DIDN'T HAVE MUCH MONEY, SO WE WERE FORCED TO TURN TO FAMILY FOR HELP..."

I STILL DON'T SEE WHY WE'VE GOT TO TAKE THEM IN!

THEY'RE KIN, AND THEY'VE GOT NO-WHERE ELSE TO GO!

"IT WASN'T EASY ON US, BEING SHUFFLED FROM ONE SET OF RELATIVES TO ANOTHER, BUT I TRIED TO MAKE THE MOST OUT OF IT...

OH, DOLLINK! YOU'RE SO CUTE, I COULD DIIIE!

=GIGGLE= THAT'S A GREAT AUNT MARTHA, MARY JANE!

"IT'S FUNNY, BUT THERE WAS ONLY ONE RELATIVE THAT I ENJOYED VISITING. MY FATHER'S SISTER... *AUNT ANNA!* SHE ALWAYS MADE ME FEEL SO AT HOME--!"

MARY JANE, I WANT YOU TO MEET MY FRIEND MAY PARKER!

SHE HAS A NEPHEW WHO'S ONLY A YEAR OLDER THAN YOU!

"I MUST HAVE BEEN AROUND THIRTEEN WHEN I FIRST LAID EYES ON YOU, PETER! YOU WERE JUST STARTING HIGH SCHOOL, AND YOU LOOKED SO SERIOUS! A REAL BOOKWORM!

"DO YOU REMEMBER HOW OUR AUNTS WERE ALWAYS TRYING TO GET US TOGETHER?"

"DO YOU PETER?"

"PETER--?"

HOW COULD I EVER FORGET?

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AUNT MAY WAS ALWAYS TRYING TO SET ME UP WITH ANNA WATSON'S NIECE, BUT I STILL MANAGED TO PUT OFF MEETING YOU FOR YEARS!

FOOLISH BOY!

DON'T BLAME ME! I WAS ONLY TOLD THAT YOU HAD A GREAT PERSONALITY, AND YOU KNOW WHAT *THAT* MEANS!

WHEN I THINK OF ALL THE TIME I WASTED AVOIDING YOU--!

THAT'S THE TROUBLE WITH TIME, PETER!

IT HAS A NASTY HABIT OF SLIPPING AWAY FROM US...

ELSEWHERE, AT THAT VERY MOMENT...

LET'S GO, GUYS! HURRY IT UP!

I SPENT A SMALL FORTUNE CONVERTING THESE STUPID TRAINS--

--INTO THE CITY'S CLASSIEST CASINO, AND I DON'T WANT ANYTHING GOING WRONG ON OPENING NIGHT!

YOU NEEDN'T WORRY, MR. HUDSON!

THE COPS WOULD NEVER THINK OF LOOKING FOR AN OPERATION LIKE THIS IN A "DESERTED" TRAIN YARD!

KA-BWAAM!

WHAT THE--?!

THE ROOF--! SOMETHING'S BLASTING A HOLE IN OUR ROOF!

AND THROUGH THAT HOLE SWOOPS A TERRIFYING FIGURE...

I'M AFRAID YOU'LL HAVE TO POSTPONE TONIGHT'S FESTIVITIES, MR. HUDSON! YOU AND I HAVE BUSINESS TO DISCUSS!

THE POLICE MAY NOT BE AWARE OF THIS SWEET LITTLE SET-UP, BUT NOTHING ESCAPES THE NOTICE OF *HOBGOBLIN!*

LET'S GET 'IM, LOUIE!

FORGET IT! WE AIN'T BEIN' PAID ENOUGH TO TAKE ON ACTION LIKE *HIM!*

WH-WHAT ARE YOU DOING HERE? WHAT DO YOU WANT?

WE ARE ABOUT TO BECOME BUSINESS ASSOCIATES, HUDSON!

I'M CUTTING MYSELF A PIECE OF YOUR PIE!

SINCE YOU'VE ALREADY INVESTED CONSIDERABLE EFFORT AND EXPENSE IN THIS ENTERPRISE, I SHALL CHOOSE NOT TO BE GREEDY!

I SHALL ONLY REQUIRE A SMALL PERCENTAGE OF YOUR WEEKLY PROFITS! SHALL WE SETTLE ON 10%?

YOU'VE GOTTA BE NUTS! I'M ALREADY KICKING INTO THE *KINGPIN'S* COFFERS!

WHY SHOULD I SPLIT WITH YOU, TOO?

THINK OF THE ALTERNATIVE! YOU CATER TO A VERY EXCLUSIVE CLIENTELE. HOW LONG WILL THEY CONTINUE TO PATRONIZE YOU IF I BEGIN TO MAKE LIFE UNPLEASANT FOR THEM...AND YOU?!?

YOU'D BEST CONSIDER MY PROPOSITION VERY CAREFULLY, HUDSON.

I COULD MAKE LIFE *MOST* UNPLEASANT, INDEED!

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ELSEWHERE...
WHATEVER HAPPENED TO YOUR FATHER?
HE MOVED TO OREGON SOME YEARS AGO... AND HE DIDN'T EVEN BOTHER TO SAY GOOD-BYE.
I WROTE TO HIM A FEW TIMES, BUT HE NEVER ANSWERED MY LETTERS.
AFTER A WHILE, I STOPPED TRYING...
"MEANWHILE, MOM HAD FINALLY FOUND US A PERMANENT PLACE TO LIVE... WITH HER COUSIN, FRANK BROWN!
"FRANK WAS A STEEL WORKER WHOSE WIFE HAD DIED THE YEAR BEFORE...
"HE TOOK US IN ON THE CONDITION THAT MOM WOULD KEEP HOUSE FOR HIM, AND HIS THREE CHILDREN...
"LIVING WITH FRANK WAS QUITE AN EXPERIENCE. HE WAS A HARD MAN. STERN! UNFORGIVING! BUT, HE DID TREAT US FAIRLY--
"--AND, HE BROUGHT A CERTAIN AMOUNT OF STABLITY TO OUR LIVES. THAT'S WHEN GAYLE FIRST STARTED DATING TIMMY... *TIMMY BYRNES!*
"OH, HE WAS SUCH A HUNK IN HIGH SCHOOL! I WAS HALF IN LOVE WITH HIM MYSELF.
"I REMEMBER HOW HAPPY GAYLE WAS! EVERYTHING WAS FINALLY COMING TO-GETHER FOR HER!
"SHE WAS LIVING EVERY YOUNG GIRL'S FANTASY! NOT ONLY WAS HER BOYFRIEND THE CAPTAIN OF THE FOOTBALL TEAM--
T I M M Y
"--BUT HE WAS ONE OF THE SCHOOL'S TOP SCHOLAR'S, TOO!
THE NATIONAL HONOR SOCIETY WELCOMES TIMOTHY BYRNES TO ITS RANKS!
N H S
"HER DANCE TEACHER WAS CERTAIN SHE HAD A REAL SHOT AT A COLLEGE SCHOLARSHIP.
"YEAH, THINGS LOOKED GREAT! IT'S A SHAME FANTASIES DON'T WORK OUT IN REAL LIFE...

"GAYLE KEPT STUDYING, AND WORKING AT HER ART!

"SHE LOVED TO DANCE! SHE REALLY DID!"

"BUT, IT WAS REAL OBVIOUS THAT SHE LOVED TIMMY EVEN MORE!

"AS FOR ME, I WAS BUSY WITH THE SCHOOL'S DRAMA DEPARTMENT...

JULIET! WHEREFORE ART THOU?

HERE I AM, TIGER!

HA HA HA

"NEEDLESS TO SAY, MY FIRST FEW PERFORMANCES LACKED A CERTAIN 'POLISH'...

"AS THE SCHOOL YEAR DREW TO A CLOSE, GAYLE DROPPED HER BIG BOMB...

TIMMY AND I HAVE DECIDED TO GET MARRIED AS SOON AS WE GRADUATE HIGH SCHOOL!

WHAT..?!

ARE YOU CRAZY?! YOU'RE THROWING AWAY YOUR CHANCE FOR COLLEGE! FOR EVERYTHING--!

YOU CAN'T TELL ME HOW TO LIVE MY LIFE, MOM--

THE-BYE BIRDIE

--NOT AFTER THE MESS YOU MADE OF YOURS!

"IN THE END, GAYLE HAD HER WAY...

"THEY WERE MARRIED IN A SIMPLE CHURCH CEREMONY.

"SOON AFTER THAT THEY LEFT TOWN. TIMMY PLANNED TO ENTER A PRE-LAW COLLEGE PROGRAM IN THE FALL, AND GAYLE WAS GOING TO TAKE A JOB TO HELP SUPPORT THEM...

"FOR SOME CRAZY REASON, THAT SEEMED VERY ROMANTIC TO ME AT THE TIME.

"PRETTY DUMB, HUH?

"THE NEXT YEAR WAS A WILD TIME FOR ME. I WAS FIFTEEN, AND LIFE WAS BEAUTIFUL! I EVEN ACTED IN A FEW MORE PLAYS...

I HAVE ALWAYS DEPENDED ON THE KINDNESS OF STRANGERS!

"IT WASN'T BAD!

"AND THEN, I RECEIVED THE LETTER...

IT'S FROM GAYLE! SHE'S COMING TO VISIT. SHE HAS A SURPRISE FOR US!

I WONDER WHAT IT IS?

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"WHEN THEY ARRIVED, WE FOUND OUT...

OH, GAYLE, I'M SO HAPPY FOR YOU AND TIM!

"YEAH, EVERYONE WAS HAPPY FOR THEM!

"WELL, *ALMOST* EVERYONE...

"I STILL REMEMBER THE DAY THE BABY WAS BORN! HE WAS THE CUTEST LITTLE BOY--!

"BUT THE EXPRESSION ON TIMMY'S FACE--! HE WAS ONLY NINETEEN, BUT HE LOOKED SO HAGGARD, SO DESPERATE! LIKE SOME CAGED ANIMAL--"

--OR A DROWNING MAN WHO HAD JUST BEEN TOSSED AN ANCHOR!

ALIAN ICE

C'MON, MARY JANE, IT COULDN'T HAVE BEEN *THAT* BAD! I THOUGHT HE LOVED YOUR SISTER.

ITALIAN ICE

HE DID, BUT THAT DIDN'T CHANGE THE FACTS...

TIMMY HAD BARELY FINISHED HIS FIRST YEAR OF COLLEGE!

HE LOVED GAYLE! I'M SURE HE DID--! BUT THAT DIDN'T MEAN HE COULD ACCEPT THE RESPONSIBILITY FOR RAISING A FAMILY!

TRUE LOVE... *HA!*

IT DOESN'T STAND A CHANCE AGAINST REALITY!

WHAT GOOD IS IT, ANYWAY?!

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MEANWHILE, JUST BEYOND CENTRAL PARK...

...A SMALL, UPPER WEST SIDE CONFECTIONARY STANDS.

Santellio's

CANDIES

AND, INSIDE THE BUSY STORE...

KEEP AN EYE ON THE PLACE, FELLAS!

I'LL BE IN THE BACK IN CASE ANY-BODY NEEDS ME.

HOW WE DOING, BOSS?

THE AFTERNOON TALLY LOOKS PRETTY GOOD SO FAR!

BETTER PLACE YOUR BETS, BOYS! THE NEXT RACE STARTS IN TWO MINUTES...

BWOOOM!

SAVE YOUR MONEY, GENTLEMEN!

THERE WILL ONLY BE *ONE* WINNER TODAY!

AND HIS NAME IS... *HOBGOBLIN!*

BWAKK!

WHAT ARE YOU CLOWNS WAITING FOR--AN ENGRAVED INVITATION?!

SMASH THAT FLYING FREAK BEFORE HE WRECKS THE PLACE!

YOU HEARD MR. SANTELLIO! *GET 'IM!*

WE'LL TACKLE HIM ALL AT ONCE!

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UNN

YOU PATHETIC FOOLS!

BZ-ZAT!

YOUR COMBINED STRENGTH IS NOTHING WHEN COMPARED TO THE POWER OF HOBGOBLIN!

DON'T RUN AWAY, SANTELLIO! YOU AND I STILL HAVE BUSINESS TO DISCUSS!

NO! KEEP AWAY! DON'T--!

STOP SQUIRMING! YOU MUST REALIZE THAT THERE'S NO ESCAPE FROM ME!

LET GO! DON'T HURT ME! PLEASE--!

RELAX, SANTELLIO! FOR THE PRESENT, YOU ARE MUCH MORE VALUABLE TO ME ALIVE... BUT THAT COULD CHANGE!

WE ARE ABOUT TO BECOME BUSINESS PARTNERS! FROM THIS MOMENT ON, I AM IN FOR 10% OF YOUR WEEKLY TAKE!

S-SURE. ANYTHING YOU SAY!

GOOD! JUST CONSIDER ME AN ADDITIONAL EXPENSE WHICH YOU MUST PAY FOR THE PRIVILEGE OF OPERATING IN THIS FAIR CITY!

DON'T FEEL TOO BADLY, SANTELLIO! YOU MADE THE RIGHT DECISION! AFTER ALL, YOUR ONLY ALTERNATIVE--

--WAS DEATH!

UFF

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MEANWHILE...

YOU OKAY?

YEAH... I GUESS SO.

I WAS JUST THINKING ABOUT TIMMY BYRNES...

HE REALLY WASN'T SUCH A BAD GUY.

I DON'T THINK HE EVER MEANT TO HURT GAYLE, OR ANYONE ELSE.

HE WAS JUST A KID WHO LET HIS LIFE GET OUT OF HIS CONTROL.

"POOR TIMMY! HE HAD ALWAYS DREAMED OF ATTENDING LAW SCHOOL, BUT HE WAS ONLY IN HIS SECOND YEAR OF UNDERGRADUATE STUDY...AND HE ALREADY HAD A WIFE AND BABY TO SUPPORT!

"THINK OF THE STRAIN HE MUST HAVE BEEN UNDER! THE PRESSURE--!

"NO WONDER HIS GRADES BEGAN TO SLIP...AND HIS MARRIAGE BEGAN TO FAIL!

YOU'RE THE REASON I CAN'T STUDY PROPERLY!

YOU AND YOUR KID!

"GAYLE WAS CONFUSED! DESPERATE! SHE STARTED CALLING MOM FOR ADVICE, FOR SUPPORT--! BUT THAT LED TO OTHER ARGUMENTS...

GET OFF THE PHONE, MADELINE!

LET THE KIDS SOLVE THEIR OWN PROBLEMS!

FRANK, *PLEASE--!* MY DAUGHTER NEEDS ME!

"MAYBE UNCLE FRANK WAS RIGHT! MAYBE MY MOTHER SHOULDN'T HAVE GOTTEN SO INVOLVED! SHE HADN'T BEEN FEELING WELL FOR MONTHS, AND THOSE PHONE CALLS CERTAINLY WEREN'T DOING HER ANY GOOD.

"I KNOW I TRIED TO SHUT GAYLE AND TIMMY OUT OF MY MIND...

"I WAS ONLY IN HIGH SCHOOL! PROMS AND PARTIES--THAT'S ALL I WANTED TO THINK ABOUT!

"BUT THEN, GAYLE CALLED WITH A RATHER STARTLING ANNOUNCEMENT...

MOM, I...I'M PREGNANT, AGAIN!

THAT'S WONDERFUL, SWEET-HEART!

"MOM STILL WASN'T IN THE BEST OF HEALTH, BUT SHE DECIDED TO CELEBRATE GAYLE'S NEWS WITH A SURPRISE VISIT! SHE TRULY BELIEVED THAT A SECOND CHILD WOULD FORCE TIMMY TO ACCEPT HIS RESPONSIBILITIES, WOULD HEALTHE MARRIAGE! BUT...

GAYLE, WHAT'S WRONG? WHERE'S TIMOTHY?

HE'S...GONE! PACKED HIS BAGS AND LEFT.

SAID HE COULDN'T COPE WITH THE THOUGHT OF ANOTHER CHILD!

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"I SUPPOSE I SHOULD HAVE HATED TIMMY FOR WHAT HE'D DONE TO GAYLE... BUT I COULDN'T! NOT WHEN I WANTED TO RUN AWAY, TOO!

DON'T WORRY, DEAR! YOUR SISTER AND I WON'T DESERT YOU! I'LL PHONE YOUR UNCLE FRANK, AND TELL HIM WE'RE STAYING HERE!

"IN THE MONTHS THAT FOLLOWED, MOM'S HEALTH CONTINUED TO DETERIORATE. SHE GREW WEAKER AND WEAKER, UNTIL SHE HAD TO BE HOSPITALIZED...

"THAT'S WHEN WE FIRST LEARNED SHE WAS DYING.

"MY WHOLE WORLD WAS RAPIDLY BURSTING APART--!

"TO HELP WITH THE BILLS, I DROPPED ALL MY EXTRACURRICULAR ACTIVITIES--INCLUDING DRAMA CLUB--AND DEVOTED MYSELF TO A SERIES OF AFTER-SCHOOL JOBS...

"WITH ALL HER GRIEF, MY MOM STILL HAD ONE LAST DREAM. SHE WAS DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD.

"SHE... DIDN'T MAKE IT.

I KNOW THINGS LOOK PRETTY BAD NOW, MARY JANE, BUT WE'LL FIND A WAY TO MAKE THINGS WORK OUT. TRUST ME--!

ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB...AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL!

WE CAN FIND SOMEONE TO WATCH THE KIDS DURING THE DAY, AND--

NO.

NO!

YOUR KIDS ARE YOUR PROBLEM! I'VE GOT MY OWN LIFE TO LIVE--AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!

YOU AND MOM-- AND EVEN TIMMY--GAVE UP YOUR DREAMS BECAUSE YOU WANTED TO MAKE SOMEONE ELSE HAPPY!

WELL, THAT'S *NOT* GOING TO HAPPEN TO ME!

MARY JANE, *WAIT--!*

NO! I WANT MORE OUT OF LIFE! MUCH MORE!

"POOR GAYLE! I NEVER LOOKED BACK AT HER. I JUST STARTED RUNNING..."

...AND, IN ONE WAY OR ANOTHER, I'VE BEEN RUNNING EVER SINCE!

IT'S ALMOST BEEN FOUR YEARS SINCE I LAST SAW MY SISTER. HER SECOND CHILD WAS ANOTHER BABY BOY...

CUTE LITTLE GUY, TOO! AUNT ANNA SHOWED ME PICTURES WHEN HE WAS BORN.

I ONLY WISH MOMMA COULD HAVE LIVED TO SEE HIM...

WHY DON'T *YOU* GO SEE HIM? MAYBE YOU AND YOUR SISTER COULD FINALLY COME TO TERMS.

I DON'T THINK THAT'S POSSIBLE, PETER. TOO MUCH TIME HAS PASSED...

I'VE PHONED GAYLE A FEW TIMES OVER THE YEARS... MOSTLY ON HOLIDAYS AND THE KIDS' BIRTHDAYS. SHE'S NEVER HAPPY TO HEAR FROM ME.

I DON'T THINK SHE'S EVER FORGIVEN ME FOR DESERTING HER.

I REALLY DON'T BLAME HER! I'VE NEVER FORGIVEN MYSELF, EITHER.

MY AUNT MAY ONCE TOLD ME THAT MARY JANE AND I HAD A LOT IN COMMON. WE'VE BOTH LOST...SO VERY MUCH.

AUNT MAY... I'VE EVEN LOST *HER* RECENTLY! SHE HASN'T SPOKEN TO ME SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

I REALLY SHOULD HAVE STRAIGHTENED THINGS OUT BETWEEN US LONG BEFORE NOW, BUT I'VE JUST BEEN SO BUSY LATELY. I JUST HOPE I HAVEN'T LET TOO MUCH TIME PASS...

AND, I STILL DON'T WHAT TO DO ABOUT MARY JANE KNOWING MY SECRET IDENTITY. THE GIRL JUST BARED HER SOUL TO ME! HOW CAN I LIE TO HER NOW?!

I REALLY DIDN'T MEAN TO LAY ALL MY GRIEF ON YOU, PETER. IT JUST SORT OF CAME OUT.

YOU'RE A GOOD LISTENER.

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IN A FUNNY WAY, I SUPPOSE THIS MAKES US EVEN.

HOW DO YOU MEAN?

I KNOW YOUR GREATEST SECRET AND NOW, YOU KNOW ALL OF MINE...

PETER, I NEVER MEANT TO TELL YOU THAT I KNEW YOU WERE SPIDER-MAN. I DIDN'T KNOW HOW YOU'D REACT! IN FACT, I ALMOST RAN OUT ON YOU, AGAIN...

BUT, I COULDN'T!

I CARE ABOUT YOU, PETER. I REALLY DO!

I MAY FIND IT REAL HARD TO COPE WITH THE FACT THAT YOU GET YOUR KICKS BY RISKING YOUR NECK, BUT THAT DOESN'T CHANGE MY FEELINGS FOR YOU!

LOOK, I DON'T WANT YOU TO MISUNDERSTAND-- I'M NOT TALKING ABOUT *LOVE!*

I KNOW, MARY JANE. I GUESS I FEEL THE SAME WAY ABOUT YOU...

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AND, I JUST WANT YOU TO KNOW THAT YOUR EVER-AMAZING *SPIDER-MAN* IS REAL PROUD TO COUNT YOU AMONG HIS FRIENDS!

OH, PETER! YOU CAN BE SUCH A CORN-BALL...!

WHAT'S GOING TO HAPPEN TO US NOW?

WHO KNOWS?

MAYBE WE SHOULD JUST TAKE IT ONE DAY AT A TIME...

JUST THEN, AT THE **BAXTER BUILDING**, WORLD FAMOUS HEADQUARTERS OF THE **FANTASTIC FOUR**...

HEY, REED...

...I FINALLY MANAGED TO DISCONNECT THIS MODULE FROM YOUR OLD PARTICLE ACCELERATOR. WHERE DOES IT GO NOW?

REED--?

YOO-HOO!

OH, HELLO, SHE-HULK. I'LL BE WITH YOU IN A MOMENT...

GEE, I HOPE I'M NOT INTERRUPTING AN IMPORTANT EXPERIMENT.

NOT AT ALL! I WAS JUST USING MY THOUGHT TRANSMITTER--

--IN AN ATTEMPT TO ESTABLISH CONTACT WITH THIS ALIEN ENTITY. BUT, SO FAR, I'VE BEEN UNSUCCESSFUL.

YOU PROBABLY DON'T RECOGNIZE IT IN THIS FORM, BUT SPIDER-MAN BROUGHT IT BACK WITH HIM FROM THE BEYONDER'S PLANET.* UP UNTIL RECENTLY, HE WAS WEARING IT AS HIS COSTUME...

...BUT THEN, I EXAMINED IT, AND DISCOVERED THAT IT WAS, IN FACT, A LIVING CREATURE...

*SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES FOR DETAILS --DANNY.

...A *SYMBIOTE* THAT WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO THE WEB-SWINGER'S BODY!*

÷WHEW÷ AND I USED TO THINK IT LOOKED SEXY ON HIM!

*AS RELATED LAST ISSUE --DANNY, AGAIN!

WHAT MAKES YOU THINK YOU CAN COMMUNICATE WITH IT?

JUST A HUNCH, REALLY. IT USED TO RESPOND TO SPIDER-MAN'S THOUGHTS.

THAT COULD IMPLY A CERTAIN LEVEL OF INTELLIGENCE.

GIVE ME A BREAK! NEXT, YOU'LL BE TELLING ME THAT IT'S CAPABLE OF FEELING EMOTIONS. LIKE LOVE...

...AND HATE!

MEANWHILE, ACROSS TOWN...

YOU HAVE DONE WELL, MY FRIEND!

WITHIN A FEW WEEKS, WE WILL CONTROL ALL OF THE MAJOR GAMBLING INTERESTS IN THIS CITY.

EXACTLY! I TOLD YOU MY PLAN WAS FOOL-PROOF!

WITH YOUR INSIDER'S KNOWLEDGE OF THE RACKETS AND MY POWER, NOTHING CAN STOP US!

I TRUST YOU HAVEN'T FORGOTTEN ABOUT THE *KINGPIN OF CRIME.*

HE WILL NOT BE PLEASED WHEN HE LEARNS THAT THE *HOBGOBLIN* HAS JOINED FORCES WITH *THE ROSE!*

WE WILL DEAL WITH THE KINGPIN IN DUE TIME!

BUT NOW I AM MUCH MORE CONCERNED WITH A MATTER OF PERSONAL VENGEANCE. I WOULD LIKE TO BORROW A FEW OF YOUR MEN!

I WANT THEM TO PAY A BUSINESS CALL ON SOME OLD FRIENDS OF MINE...

...MR. AND MRS. HARRY OSBORN!

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TWO HOURS LATER...

IT'S A SHAME MARY JANE HAD A DATE TONIGHT! WE WERE GETTING ALONG SO WELL! I WONDER IF WE COULD EVER--

WHOA! I DON'T LIKE THE DIRECTION THAT THOUGHT WAS TAKING!

I'M ALREADY IN LOVE WITH THE BLACK CAT! I SHOULDN'T EVEN BE THINKING ABOUT MARY JANE IN THAT LIGHT... BUT I CAN'T SEEM TO HELP MYSELF!

WHY CAN'T ROMANCE EVER BE SIMPLE?

BAH! I CAN'T WORRY ABOUT MY SCREWED UP LOVE LIFE NOW!

IF THIS AFTERNOON CONVINCED ME OF ANYTHING, IT'S THAT I'VE GOT TO MAKE PEACE BETWEEN ME AND AUNT MAY BEFORE ANYMORE TIME PASSES!

I'LL SEE HER TONIGHT!

KLICK

MIGHT AS WELL CATCH THE EVENING NEWS WHILE I CHANGE CLOTHES.

EH--?!

÷SPUTTER÷... HAD BATTLED THE MYSTERIOUS SPIDER-MAN ON MANY OCCASIONS! UP UNTIL RECENTLY, THE AUTHORITIES BELIEVED HIM DEAD--

-- BUT NEW EVIDENCE SEEMS TO INDICATE OTHERWISE! THE *HOBGOBLIN* MAY WELL BE ALIVE!

NUMEROUS EYEWITNESSES CLAIMED TO HAVE SEEN HIM GLIDING OVER THIS CITY'S ROOFTOPS EARLIER THIS AFTERNOON!

THE HOBGOBLIN--! I NEVER REALLY BELIEVED HE DIED THE LAST TIME WE FOUGHT!*

I'VE BEEN WAITING FOR THIS--! I ALWAYS KNEW I'D HAVE TO FACE HIM, AGAIN!

19

*SEE ISSUE #251--DANNY!

CAN'T WASTE A MOMENT! GOT TO TRY TO FIND HIM!

LOOKS LIKE I'M GOING TO HAVE TO PUT OFF SEEING AUNT MAY FOR ANOTHER NIGHT!

I'M SURE I LEFT MY COSTUME IN HERE! WHERE *IS* IT?

AH!

THIS OLD THING MAY NOT BE HALF AS FLASHY AS THE BLACK THREADS I'VE BEEN SPORTING THE PAST FEW WEEKS, BUT I ALMOST FEEL LIKE I'M WELCOMING AN OLD FRIEND BACK HOME, AGAIN!

I'VE ALWAYS FELT PARTIALLY RESPONSIBLE FOR THE CREATION OF HOBGOBLIN!

HE'S ALREADY KILLED A FEW PEOPLE!

I WON'T LET THAT HAPPEN, AGAIN!

I'D BETTER CHECK ALL MY EQUIPMENT NOW. I WON'T HAVE TIME LATER.

HM! MY SPIDER-SIGNAL SEEMS TO BE FUNCTIONING PROPERLY!

SNAP!

MY AUTOMATIC CAMERA IS LOADED WITH FRESH FILM. GOOD! IF I'M LUCKY, I CAN SNAP A FEW PIX FOR THE DAILY BUGLE!

I'LL JUST SLIDE IT INTO PLACE TO THE LEFT OF MY SPIDER-SIGNAL!

20

THIS WEB-SHOOTER CHECKS OUT FINE!

SO DOES THIS ONE! I EVEN LOADED THEM WITH FRESH WET-FLUID CARTRIDGES, SO I WON'T HAVE TO WORRY ABOUT RUNNING LOW ON WEBBING!

I CAN'T BE TOO CAREFUL WHEN IT COMES TO HOBGOBLIN! HE'S ONE OF THE MOST DANGER-OUS FOES I'VE EVER FOUGHT!

HE'S GOT AN ARSENAL OF DEADLY WEAPONS AT HIS COMMAND!

HIS SUPER-STRENGTH IS NEARLY THE EQUAL OF MY OWN!

AND, I'VE NEVER MET ANYONE HALF AS CUNNING--!

HE'S ALWAYS MANAGED TO FIGHT ME TO A DRAW IN THE PAST!

NOT THIS TIME!

21

HE'S NOT GETTING AWAY FROM ME AGAIN! I'M GOING TO FIGHT HIM LIKE I'VE NEVER FOUGHT BEFORE--*AND I'M GOING TO WIN!*

WHEN I'M FINISHED WITH HIM, THE HOBGOBLIN'S GOING TO KNOW HE'S BEEN BEATEN! HE'S GOING TO KNOW WHAT IT MEANS TO FACE THE POWER OF *SPIDER-MAN!*

NEXT ISSUE!

THE BATTLE YOU DEMANDED!

BE HERE AS THE SPECTACULAR SPIDER-MAN FACES--

THE CHALLENGE OF HOBGOBLIN!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

FEATURING: THE BLACK CAT, THE KINGPIN, THE ANSWER, CLOAK & DAGGER, SILVERMANE...

...AND WHAT THE WELL-DRESSED SPIDER-MAN IS WEARING THIS SEASON!

ALL IS DARKNESS.

IT IS A DARKNESS UNLIKE ANY MERE NIGHTTIME BLACK-- AS THICK AND PALPABLE AND **REAL** AS ANY SUBSTANCE THAT EXISTS IN THIS WORLD.

ONLY THIS DARKNESS IS NOT OF THIS WORLD.

IT IS THE DARKNESS THAT IS CLOAK!

MINUTES AGO, AS HE WAS STRUGGLING TO FREE HIS COMPANION, DAGGER, FROM THE GRASP OF SILVERMANE, THE BEING CALLED THE ANSWER SWOOPED DOWN AND WRESTED HER AWAY!

CLOAK HAD TO RESCUE HER FOR, WITHOUT DAGGER'S ABUNDANT SUPPLY OF LIGHT TO SUSTAIN HIM, HE WOULD HAVE TO STEAL THE LESS PLENTIFUL LIGHT FROM THE SOULS OF OTHERS.

HE HAD TO PURSUE THEM, BUT WITHOUT DAGGER TO FEED HIS DARKNESS, HE LACKED THE POWER TO DO SO.

HIS CAPE SWALLOWED THE DRUG DEALERS WHOSE SORDID BUSINESS HAD LURED HIM HERE--SEEKING TO USE SOME OF THEIR LIGHT TO NOURISH HIMSELF.

BUT BEFORE HE COULD USE THE POWER OF HIS CAPE TO TRANSPORT HIM INTO THE DARK DIMENSION, THE BIONIC FORM OF SILVER-MANE, LURCHED FORWARD INTO THE EBON FOLDS.

FOR SILVERMANE TOO, NEEDED DAGGER'S LIGHT, THE LIGHT SHE HAD STOLEN FROM HIM-- THE LIGHT HE SENSED WITHIN CLOAK.

SPIDER-MAN AND THE BLACK CAT WERE LEFT GAPING ON THE DOCKS!

NOW, WITHIN CLOAK'S DARKNESS, SILVERMANE FEELS THE LIGHT THAT ONCE WAS HIS. HE IS DRAWN INEXORABLY TOWARDS IT.

THIS IS NOT ALL OF HIS LIGHT--BUT SOMEHOW, ON A LEVEL BELOW CONSCIOUS THOUGHT, HE KNOWS HE MUST HAVE IT!

REACHING OUT HE GRASPS THAT LIGHT...

AAAARGGHHH!

THE PAIN--!

I HAVE NEVER KNOWN SUCH PAIN!

ABRUPTLY, CLOAK IS HURLED BACK FROM DARKNESS TO THE EVERYDAY WORLD.

FRANTICALLY TRYING TO EXPUNGE THE PAIN, HE THRUSTS THE DRUG DEALERS FROM HIM...

THUD

OOF! W-WE'RE BACK!

BUT FR-FROM WHERE?! IT WAS SO C-COLD!

LOOK, JOHNSTON! THE BAGS OF HEROIN WE WERE HOLDING BROKE OPEN.

MAN, THAT'S A COUPLE MILLION BUCKS STREET VALUE OF 'SNOW' FALLING ON US!

YEAH, BUT WHY IS IT STILL FALLING--THERE WASN'T *THAT* MUCH...

HEY-! IT--IT'S COLD! THAT'S *REAL* SNOW--

--AND THIS IS THE MIDDLE OF AUGUST!

BUT HOW--?*

ARRR! THE PAIN! HOW CAN I STOP THIS AWFUL PAIN?!

*FOR THE REASON BEHIND THIS SNOWFALL, CHECK OUT THOR #349, ON SALE NOW--DANNY.

2

Stan Lee PRESENTS: THE FINAL ANSWER!

ARRRGH!

L-LOOK! SILVERMANE'S BROKEN LOOSE FROM THAT CLOAK GUY, TOO!

WRITTEN AND DRAWN BY: AL MILGROM
EMBELLISHED BY: JIM MOONEY
LETTERED BY: DIANA ALBERS
COLORED BY: JULIANNA FERRITER
EDITED BY DANNY FINGEROTH
CRITICIZED BY: JIM SHOOTER

LET'S BEAT IT BEFORE ONE OF THEM DECIDES TO GO AFTER US AGAIN!

YOU GOT IT!

NO! SILVERMANE SEEKS DAGGER AGAIN! MUST STOP HIM! BUT I'M WEAK--SO WEAK...

3

A SHORT TIME LATER...

IT'S STILL SNOWING!

THIS IS MORE THAN SOME FREAK ARCTIC LOW PRESSURE CENTER! IT'S COMING DOWN REALLY HARD!

I CAN'T BELIEVE IT!

ON THE OTHER HAND IF SOMEONE HAD SAID TO ME! "PETER PARKER, YOUR GOOD FRIEND AND FORMER LOVE INTEREST, MARY JANE WATSON KNOWS YOU'RE SPIDER-MAN!" I WOULDN'T HAVE BELIEVED *THAT* EITHER-- BUT IT'S TRUE!*

*AS PETE LEARNED IN AMAZING SPIDER-MAN #258 -- HELPFUL DAN.

I DON'T EVEN KNOW WHY I WENT TO THE TROUBLE OF HIDING MY OLD WEB-SHOOTERS WHEN SHE CAME BY TO TALK A LITTLE WHILE AGO.

OLD HABITS DIE HARD, I GUESS.

AH, HERE'S ANOTHER ONE THAT WORKS. GOOD!

BECAUSE OF THE STICKY WEBBING FLUID THEY CONTAIN, THEY TAKE A CERTAIN AMOUNT OF MAINTENANCE TO KEEP THEM FROM CLOGGING UP WITH CHEMICAL RESIDUE.

THWIP!

IT'S FUNNY HOW I LET THESE BABIES FALL INTO DISREPAIR WHILE I HAD MY NEW SPIDEY-SUIT!

4

SPEAKING OF THINGS THAT ARE HARD TO *BELIEVE*-- I STILL CAN'T GET OVER WHAT REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, DISCOVERED ABOUT THE COSTUME I GOT IN OUR BATTLE WITH THE BEYONDER.

IT TURNS OUT THE SUIT WAS ALIVE--AND MORE!

IT HAD ESTABLISHED A SYMBIOTIC RELATIONSHIP WITH ME AND WAS GETTING TO THE POINT WHERE IT WAS GOING TO TAKE UP PERMANENT RESIDENCE ON MY BODY!

IF REED HADN'T FOUND A WAY TO GET IT TO LEAVE ME, I MIGHT BE TRAPPED INSIDE IT EVEN NOW!

WHEW! IT MAKES ME BREAK OUT IN A COLD SWEAT TO THINK OF IT! REED KEPT IT FOR STUDY--AND HE'S WELCOME TO IT AS FAR AS I'M CONCERNED!

BUT MEANWHILE, I CAN'T GO AROUND WEARING THE HUMAN TORCH'S OLD COSTUME AND A PAPER BAG ON MY HEAD.

BEING THE "UNKNOWN SUPER HERO" *ONCE** WAS BAD ENOUGH!

AH, HERE WE ARE. JUST WHERE I LEFT IT!

NEVER THOUGHT I'D SEE THE DAY I'D HAVE TO PUT THIS BACK ON!

BUT...

*ASM #258 AGAIN--D.

LOOK OUT, WORLD! THE SPECTACULAR SPIDER-MAN IS BACK IN HIS OLD COSTUME!
AND THE ORIGINAL IS STILL THE GREATEST!
6

NOW, I'LL JUST FLIP OUT THE SKYLIGHT ONTO THE ROOF--

-- AND GO TO MEET MY LADY LOVE, FELICIA HARDY, BETTER KNOWN AS THE...

BLACK CAT!

SPIDER?! YOU'RE BACK IN YOUR OLD COSTUME? HOW COME?

IT'S A LONG STORY, CAT. I'LL FILL YOU IN LATER.

RIGHT NOW, I THINK IT'S MORE IMPORTANT FOR US TO TRACK DOWN *DAGGER!*

THE LAST WE SAW SHE WAS BEING SNATCHED BY *THE ANSWER* -- AND WE BOTH KNOW WHAT A DANGER-OUS CHARACTER HE IS!

WHY SO MUCH CONCERN FOR THE SWEET YOUNG THING, SPIDER?

IS SHE ANOTHER ONE OF THE CUTIES YOU'VE LURED INTO YOUR ROMANTIC WEB?

HUH?

FIRST I FIND YOU WITH THAT RED-HEADED BIMBO*, NOW YOU SEEM TO HAVE MORE THAN THAN AN ORDINARY INTEREST IN DAGGER!

* *MARY JANE WATSON-- AS SEEN IN AMAZING SPIDER-MAN #258-- DANNY.*

COME *ON*, CAT! DAGGER IS JUST A KID! SHE'S IN OVER HER HEAD, AND I DON'T TRUST HER PARTNER, CLOAK, TO BAIL HER OUT!

IN SPITE OF HIS FEARSOME APPEAR-ANCE AND WEIRD POWERS, HE'S JUST A KID HIMSELF! BESIDES, I'M STILL IN THE DARK AS TO WHAT THEIR CONNECTION IS TO SILVERMANE.

I THOUGHT HE WAS *DEAD!* AND HOW DOES *THE ANSWER* FIT INTO THE PUZZLE? ANY IDEAS?

ER... NO.

BUT I KNOW THE ANSWER WORKS FOR THE KINGPIN--I KNOW BECAUSE I HELPED THE ANSWER SNATCH SILVERMANE'S BODY FROM THE MORGUE AS REPAYMENT FOR THE KINGPIN HELPING ME ACQUIRE SUPER POWERS.

I HEARD ENOUGH FROM THE ANSWER TO KNOW THAT SOMEHOW THEY REVIVED SILVER-MANE'S BIONIC BODY-- WITHOUT RESTORING HIS MIND!

BUT I CAN'T TELL SPIDER THAT! IF HE FINDS OUT ABOUT MY CONNECTION TO HIS ARCH-ENEMY, THE KINGPIN, HE'LL NEVER TRUST ME AGAIN!

IF ONLY I'D MAN-AGED TO LAND MY SPIDER-TRACER ON SILVERMANE BEFORE HE DIVED INTO CLOAK'S CAPE--! SOMEHOW HIS ROBOTIC BODY SEEMS TO BE TRACING DAGGER-- FOLLOWING HER!

BLAST!

C'MON, LET'S GET GOING!

7

WHILE ACROSS TOWN, AT THE POSH PENTHOUSE APARTMENT OWNED BY THE KINGPIN OF CRIME...

WHAT DO YOU MEAN SHE CAN'T DO IT?!

YOU TOLD ME THAT DAGGER COULD RESTORE MY VANESSA TO FULL VIGOR--WHY HAS THAT CHANGED?!

SHE *HAD* THE POWER TO CURE YOUR WIFE, KINGPIN, BUT DAGGER IS BADLY DEPLETED.

RARELY DOES THE KINPIN SHOW EMOTION, BUT NOW HE FAIRLY QUIVERS WITH FRUSTRATED RAGE...

BUT HOW-- *WHY?!*

ON THE DOCKS SHE THREW SOME OF HER LIGHT KNIVES AT CLOAK--

--IT STRENGTHENED HIM, BUT WEAKENED HER. WHAT'S MORE THERE SEEMS TO BE AN ADDITIONAL DRAIN ON HER.

I BELIEVE THIS TO BE THE UNDEAD BODY OF SILVERMANE, SOMEHOW SUCKING SUSTENANCE FROM HER FORM.

AND HOW DO YOU KNOW THIS?

AM I NOT... *THE ANSWER!*

OF COURSE.

8

BLAST IT!

IS THERE *NO* WAY SHE CAN HELP VANESSA?

IN TIME HER LIGHT SHOULD REPLENISH ITSELF--IF SHE CAN BE KEPT SHIELDED FROM SILVERMANE'S DRAINING INFLUENCE.

BUT TIME IS SOMETHING WE HAVE PRECIOUS LITTLE OF...

KA-TRASH

WHY? WHAT DO YOU--

ALERT! ALERT! SECURITY HAS BEEN BREACHED!

EH?

WHO WOULD *DARE* ENTER THE STRONGHOLD OF THE KINGPIN UNBIDDEN? NO RATIONAL THINKING MAN COULD BE SO FOOLHARDY!

SECURITY, REPORT AT ONCE! HAVE THE INTRUDERS BEEN APPREHENDED?

IT'S ONLY ONE MAN, SIR, BUT... NO, W-WE CAN'T STOP HIM!

ONE MAN!? HOW DID HE GAIN ENTRANCE?

SIR--HE CAME--

--RIGHT THROUGH THE WALL!

SILVERMANE!

YES. HE SEEKS THE GIRL!

WE MUST NOT LOSE HER! TAKE HER TO THE KEEP! HAVE MY WIFE MOVED THERE AS WELL!

AT ONCE, KINGPIN! BUT I FEAR IT WILL DO NO GOOD!

9

WHILE IN THE APARTMENT OF MARY JANE WATSON...

SNOW! HOW WEIRD! WELL, IN A WAY IT SORT OF SUITS MY MOOD! IT WAS GOOD SEEING PETER AGAIN! REAL GOOD. BUT NOT LIKE IT WAS BEFORE.

THERE'S ONLY A SPARK THERE, SOMEWHERE, WHERE THE FLAME OF ROMANCE ONCE ROARED.

HA! GET ME! "FLAMES OF ROMANCE"! IT SOUNDS LIKE ONE OF THOSE TRASHY NOVELS YOU GET AT THE CHECK OUT COUNTER OF THE SUPERMARKET.

I TOLD PETER THAT I KNOW HE'S SPIDER-MAN! AND I LET HIM KNOW HOW MUCH IT SCARES ME TO THINK OF THE RISKS HE TAKES.*

THAT'S WHY I CAN'T ALLOW MYSELF TO BE ANYTHING MORE THAN FRIENDS WITH HIM... *EVER!*

*OF COURSE IT HAPPENED IN ASM # 258. WHY DON'T YOU JUST BUY A COPY ALREADY?! -- DANNY.

HE'S BETTER OFF WITH THAT STRANGE BLACK CAT CHICK OF HIS WHO'S WILLING TO SHARE THE ADVENTURES... AND THE DANGERS HIS SPIDEY IDENTITY ENCOUNTERS.

I WAS CONCERNED TO HEAR WHAT PETE WAS SAYING ABOUT FLASH THOMPSON, THOUGH. SOMETHING ABOUT TROUBLES WITH HIS GIRL, SHA SHAN.

I ALWAYS SORT OF THOUGHT ABOUT FLASH AS THE MALE VERSION OF MYSELF--

--POPULAR, BREEZY, DON'T LET ANYTHING GET YOU DOWN.

MAYBE HE'S KEEPING SOMETHING BOTTLED UP INSIDE HIM AS BAD AS WHAT'S BOTHERING ME. I'LL CALL HIM-- MAYBE A CONVERSATION WITH A KINDRED SPIRIT WOULD HELP.

BUT...

TOO BAD...THERE'S NO ANSWER. HOPE HE'S NOT STUCK SOMEWHERE IN THE MIDDLE OF THIS FREAK SNOW STORM!

WHILE, IN THE MIDST OF THAT SNOW...

PIZZ

I CAN'T BELIEVE THIS LUCK! THE SNOW IS RUINING MY PLANS! ONLY FLASH THOMPSON COULD GET THIS KIND OF LOUSY BREAK--SNOW IN THE MIDDLE OF THE SUMMER!

BUT THE WEATHER'S NOWHERE NEAR AS COLD AS MY TWO-TIMING GIRL-FRIEND, SHA SHAN! IMAGINE HER GOING OUT ON THE SLY WITH PUNY PARKER!*

*A MISINTERPRETATION BY FLASH OF ISSUE #94 'S EVENTS--DANNY.

10

I'M NOT *DRESSED* FOR THIS! GOTTA DUCK INTO THIS DOORWAY AND TRY TO WARM UP BEFORE I GO ANY FURTHER!

PI

GOT TO GET AWAY-- GOT TO HIDE!

HEY!

YIIIII!

BETTY--BETTY LEEDS!

FLASH THOMPSON! THANK GOODNESS--I THOUGHT YOU WERE ONE OF *THEM*!

THEM?

THERE! SHHH! WEIRD ARMORED MEN ARE RUNNING ALL OVER THE CITY, TEARING THE PLACE APART. NOBODY KNOWS WAY.

*BUT YOU WOULD IF YOU READ *AVENGERS* #249 & *THOR* #350-- DANNY.

KEEP BACK IN THE SHADOWS, BETTY! IF THEY COME THIS WAY, I'LL JUMP 'EM AND TRY TO DISTRACT THEIR ATTENTION FROM YOU!

OH, FLASH! THAT'S SO BRAVE.

MY HUSBAND NED WOULD NEVER SUGGEST ANYTHING THAT RISKY.

AND HE'S NEVER HERE WHEN I NEED HIM--ALWAYS AWAY ON SOME STUPID ASSIGNMENT FOR THE NEWSPAPER.

SHHH! DON'T TALK!

11

MEANWHILE...

IT'S JUST NO GOOD, CAT! WE'VE BEEN SWINGING AROUND TOWN FOR OVER AN HOUR AND I CAN'T GET ANY KIND OF SPIDER-SENSE BUZZ THAT TELLS ME WE MIGHT BE GETTING CLOSE TO DAGGER.

THERE'S JUST TOO MUCH INTERFERENCE-- WHAT WITH THE AVENGERS, THE FANTASTIC FOUR AND I DON'T KNOW WHO ALL ELSE BATTLING THOSE HORDES OF ARMORED DEMONS IN THE STREETS!

MAYBE WE SHOULD HELP FIGHT THEM, TOO-- LOOK FOR DAGGER LATER!

I DON'T THINK SO, CAT. THE GOOD GUYS ARE DOING OKAY WITHOUT US. AND SILVERMANE IS A DEADLY MENACE TO THE ENTIRE CITY--

--AS HE WILL BE TO DAGGER IF HE GETS HIS HANDS ON HER! WE'VE GOT TO FIND THAT GIRL *FAST!*

WELL... MAYBE WE SHOULD TRY THE KINGPIN'S HEAD-QUARTERS! I-I THINK THE ANSWER MIGHT HAVE TAKEN HER THERE!

WHAT?! HOLD ON, CAT!

HOW WOULD YOU KNOW THAT?

ME AND MY BIG MOUTH...

WELL... YOU KNOW I STILL HAVE SOME UNDERWORLD CONNECTIONS FROM MY CAREER AS A CAT BURGLAR AND-- AH--

BUT IF THAT'S YOUR SOURCE, WHY DIDN'T YOU TELL ME SOONER?

LOOK, CAT, I DON'T LIKE THIS. YOU'VE BEEN ACTING STRANGE EVER SINCE I GOT BACK FROM THE OTHER SIDE OF THE UNIVERSE.*

*SEE THE ONGOING *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES--DANNY.

I KNOW FROM CAPTAIN AMERICA AND THE TORCH, WHO WERE ALSO INVOLVED IN THE BEYONDER'S WAR, THAT YOU WERE LOOKING FOR SOME WAY TO GAIN SUPER-POWERS.

WELL, I...

AND DON'T THINK I HAVEN'T NOTICED YOU EXHIBITING SOME STRANGE NEW ABILITIES, IN OUR RECENT ADVENTURES.

I FIGURED YOU'D GET AROUND TO TELLING ME ABOUT IT WHEN YOU WERE READY-- BUT NOW IT LOOKS LIKE YOU'RE KEEPING *OTHER* SECRETS FROM ME, TOO!

TALK TO ME, CAT!

THE ANSWER WORKS FOR THE KINGPIN! I KNOW IT! *THAT'S ALL!*

NOW IF YOU'RE IN A BIG HURRY TO RESCUE YOUR PRECIOUS DAGGER--

12

--I THINK WE'D BETTER GET GOING *RIGHT NOW!*

ALL RIGHT. BUT THIS ISN'T THE END OF IT!

WHILE, AT THE SKYSCRAPER HEADQUARTERS OF THE KING-PIN OF CRIME, A LONE, DARK FIGURE BRAVES THE COLD AND DESOLATE STREETS.

I WAS SO WEAKENED WHEN SILVERMANE TORE LOOSE FROM ME THAT I DARED NOT USE MY WANING ENERGIES TO TELEPORT MYSELF HERE. I HAD TO FOLLOW DAGGER'S EMANATIONS ON FOOT.

SHE'S THERE. I CAN SENSE IT. *DAGGER* IS INSIDE THAT BUILDING!

BUT THOSE HANDHOLDS GOUGED FROM THE VERY FACE OF THE BUILDING-- ONLY *SILVERMANE* COULD HAVE MADE THEM!

YES! THERE HE IS! BATTLING A SMALL ARMY OF THE KING-PIN'S THUGS! HE SEEKS DAGGER TOO.

BUT HE MUST NOT REACH HER FIRST! I HAVE NO CHOICE BUT TO MUSTER MY LAST RESERVES OF STRENGTH, WRAP MY CLOAK ABOUT ME--

--AND TRANSPORT MYSELF TO DAGGER'S SIDE!

13

AND, MERE MOMENTS LATER, ON THE OPPOSITE SIDE OF THE STRUCTURE...

THERE IT IS! THE KINGPIN'S BUILDING!

YEAH...

...BUT IT'S NO PICNIC TRYING TO GET INSIDE! I DID IT ONCE, BUT THE KINGPIN WAS MONITORING MY PROGRESS THE WHOLE TIME!

YOU WEREN'T TRAVELING WITH THE WORLD'S GREATEST CAT-BURGLAR, THEN, SPIDER.

I CAN GET US INSIDE, UNDETECTED. IT WILL TAKE SOME TIME, THOUGH!

WAIT-- WHAT'S THAT?!

THOOM!

A SECTION OF WALL JUST GOT SMASHED OUT!

WELL, NEVER LOOK A GIFT ENTRANCE IN THE MOUTH, I ALWAYS SAY! C'MON CAT!

IT'S SILVERMANE AGAIN! *HE* MUST HAVE KNOCKED THE WALL OUT!

AND HE SURE IS KNOCKING THE KINGPIN'S GOONS AROUND, TOO!

THIS COULD MEAN THERE'S SOME KIND OF LINK BETWEEN HIM AND DAGGER--LIKE I'D GUESSED!

14

C'MON! NO NEED FOR US TO GET INVOLVED WITH THIS! WE'RE BETTER OFF TRYING TO LOCATE DAGGER!

AND IF SHE'S WITH THE KING-PIN, THAT MEANS SHE MUST BE...

"...ON ONE OF THE HIGHEST FLOORS!"

QUICKLY, ANSWER, WE DARE NOT DELAY EVEN FOR A MOMENT!

SET UP THE TRANSFER OF ENERGY FROM DAGGER TO VANESSA AT ONCE!

BUT KINGPIN...

TO DRAIN DAGGER'S REMAINING ENERGY WHEN SHE'S SO WEAKENED MIGHT KILL HER AND STILL FAIL TO RESTORE YOUR WIFE!

ENOUGH!

I'LL HEAR NO MORE OF YOUR FAINT-HEARTED RESERVATIONS! VANESSA ***WILL*** BE REVIVED. AND IF DAGGER'S DEATH IS THE PRICE THAT MUST BE PAID--

--SO BE IT!

WHAT?!

KINGPIN! I SHOULD HAVE KNOWN YOU'D BE THE VILE MONSTER WHO HAD DAGGER ABDUCTED!

ANSWER--!

DO NOT FEAR, KINGPIN. CLOAK, TOO, IS WEAKENED! I CAN STOP HIM!

THUD

15

WHILE IN THE CORRIDOR OUTSIDE...

MOST OF THE KINGPIN'S MEN MUST BE OCCUPIED WITH SILVERMANE. OTHERWISE, I'M SURE WE'D BE MEETING A LOT MORE RESISTANCE.

BUT HOW DO WE *FIND* DAGGER? THIS BUILDING IS SO HUGE...

JUDGING BY THE WAY MY SPIDER-SENSE IS TINGLING, THERE MUST BE SOME SORT OF MENACE NEAR-- *THERE!* THE KINGPIN!

WHAT?! SPIDER-MAN IS HERE, *TOO?* QUICKLY ANSWER, CLOSE THE ARMORED DOOR!

IT WAS BUILT TO BE PROOF AGAINST STRENGTH AS GREAT AS EVEN SPIDER-MAN'S!

MAYBE-- BUT THE STRONGEST DOOR IN THE WORLD DOESN'T DO YOU ANY GOOD--

--IF YOU CAN'T *CLOSE* IT!

≡UNNGGH≡ HURRY CAT, I CAN'T HOLD IT MUCH LONGER!

WHAT!? HIS STRENGTH IS GREATER THEN EVEN *I* SUSPECTED!

NOW, KINGY, IF YOU'LL JUST HAND OVER DAGGER--AND CLOAK TOO--WE'LL BE ON OUR WAY TO STOP SILVERMANE!

NO! DAGGER IS MINE!

SHE MAY BE THE KEY TO MY WIFE'S RECOVERY!

IF YOU WOULD TAKE HER, YOU MUST FIRST CONTEND WITH ME!

NO SWEAT, LOVER! I'M IN!

KA-LANG!

≡WHEW≡! WE MADE IT!

IF THAT'S THE WAY YOU WANT IT! I'VE BEATEN YOU BEFORE-- AND I CAN DO IT AGAIN!

BLACK CAT-- I CALL ON YOUR DEBT TO ME! STOP SPIDER-MAN!

16

WHAT?! CAT-- WHAT IS HE TALKING ABOUT?

LONG STORY, LOVER! BUT DON'T WORRY, MY DEBT TO THE KINGPIN IS CANCELLED--

--JUST LIKE *HE'S* ABOUT TO BE!

MOVING WITH ALL THE SAVAGE GRACE OF HER NAMESAKE THE BLACK CAT LEAPS...

AIIIEEEE! THE COLD!

I KNOW THE CAT'S POWER TOO WELL! BY ACTING ONLY TO DEFEND MYSELF I WAS ABLE TO AVOID HAVING ANY BAD LUCK BEFALL ME!

CAT!

GOT TO GET HER OUT OF THERE BEFORE CLOAK CONSUMES HER!

EVEN AS SPIDEY SPRINGS FORWARD...

KA-THOOK!

THE DOOR-- IT'S BEING SHATTERED!

BUT WHY IS MY SPIDER-SENSE TINGLE GROWING *STRONGER--?*

BUT WHAT COULD POSSIBLY POSSESS THE POWER--?

SILVERMANE!!

WE *TRIED* TO STOP HIM, BOSS!

BEWARE, KINGPIN! HE SEEKS DAGGER!

17

HE WON'T HAVE HER!

HEEDLESS OF THE RISK--THINKING ONLY OF HIS STRICKEN WIFE-- THE KINGPIN HURLS HIMSELF BODILY AGAINST THE BIONIC JUGGERNAUT THAT IS SILVERMANE!

BA-TOOOOM!

TAKE HER QUICKLY, SPIDER-MAN! I CANNOT RESIST THE HUNGER MUCH LONGER! AND HER LIGHT SEEMS SOMEHOW TAINTED-- TO CONSUME IT, MIGHT KILL BOTH OF US!

INCREDIBLE! THE KINGPIN IS ACTUALLY HOLDING HIS OWN! POWERFUL AS HE IS, I STILL THOUGHT I WOULD HAVE TO INTERVENE TO SAVE HIM FROM SILVERMANE, BUT...

NO! SILVERMANE HAS LANDED A TELLING BLOW!

AND ANOTHER...

CRRUNCH!

THE WEIRD COMBINATION OF FORCES THAT GRANT SILVERMANE HIS POWER AND "LIFE" MAKE HIM ALL BUT UN-STOPPABLE!

I CAN COME UP WITH BUT ONE ANSWER TO DEFEAT HIM--

NO! MUST...SAVE...

HE MUST BE RESTORED TO FULL LIFE. AND TO DO THAT, DAGGER MUST RETURN THE LIGHT SHE TOOK FROM HIM.

...VANESSA...

THAK!

UNNH!

18

YES. IF I INTERPRET DAGGER'S POWERS CORRECTLY-- USUALLY, WHEN SHE TAKES SOMEONE'S LIGHT IT GOES INTO A GENERAL "POOL."

BUT SOMEHOW, DUE TO THE MECHANICAL DEVICES MAINTAINING A A SEMBLANCE OF LIFE IN SILVERMANE, *HIS* LIGHT HAD A UNIQUE, COHESIVE PROPERTY.

THAT IS WHY HE AND HE ALONE RETAINS A LINK TO HIS LIGHT ENERGY-- WHY HE PURSUED DAGGER RELENTLESSLY ONCE WE REVIVED HIS FORM.

YES...THERE IS BUT ONE WAY TO STOP HIM!

MEANWHILE...

EASY, TALL, SHINY AND WRINKLED! JUST BECAUSE YOU GOT BY THE KINGPIN DOESN'T MEAN YOU GET A FREE SHOT AT DAGGER!

I'M TOO WEAK TO HELP-- FEEL AS IF MY BODY IS NO LONGER SOLID--LIKE I'M FADING AWAY, INTO THE INTANGIBLE DARKNESS!

IT'S UP TO SPIDER-MAN NOW!

AND THE WEB-SWINGER IS DOING HIS BEST, ONLY...

I DON'T KNOW HOW I CAN ***STOP*** HIM! MY PUNCHES DON'T SEEM TO HAVE ANY EFFECT!

AND ONLY MY SPEED IS KEEPING HIM FROM POUNDING ME INTO SPIDER-JELLY!

DON'T LET HIM GET PAST YOU, SPIDER-MAN! IF HE TAKES WHAT LITTLE LIGHT DAGGER HAS LEFT, SHE WILL SURELY DIE--

--AND SILVER-MANE'S POWER MAY BECOME EVEN GREATER IF HIS LIGHT IS RETURNED! ***STOP HIM!***

WHAT DO YOU *THINK* I'M TRYING TO DO, CLOAK? SQUARE DANCE WITH HIM?

19

NEITHER SPIDER-MAN, NOR CLOAK CAN STOP SILVERMANE! IT'S UP TO ME!

DAGGER MUST RETURN HIS LIGHT--BUT BEFORE HER BODY WILL PART WITH IT, SHE WILL NEED *MORE* LIGHT TO SUSTAIN HER!

THAT IS THE *ANSWER*--

--*I* AM THE ANSWER! I-I-

!!!!!!!!!!EEEEEEEEEEEEE!

KRUMP!

THE ANSWER IS FEEDING DAGGER HIS LIGHT--BUT IT'S DRAINING TOO FAST. SHE'S TAKING TOO MUCH--

KAAAAA-FFLAASSSH!!!

THE ANSWER IS GONE-- HE GAVE ME HIS LIGHT-- BUT WHAT HAPPENED TO HIS BODY

I'VE NEVER FELT THIS MUCH POWER-- THIS MUCH LIGHT BEFORE! MY BODY CAN SCARCELY CONTAIN IT!

HERE, SILVERMANE--TAKE BACK THE LIGHT I TOOK FROM YOU! IT'S BEEN NOTHING BUT A CURSE SINCE THE DAY I GOT IT!

SILVERMANE HITS THE CORUSCATING WAVES OF LIGHT EMANATING FROM DAGGER...

GREEDILY HIS MINDLESS METALLIC FORM SUCKS IN THE UNIQUE LIGHT FORCE THAT IS HIS AND HIS ALONE.

GRADUALLY THE BLANK LOOK IN HIS EYES FADES, AS LIFE RETURNS. ONCE AGAIN HE IS COMPLETE.

CLINICALLY, HE HAD DIED.

HIS MECHANICAL BODY HAD MAINTAINED IN HIM A QUASI-LIFE-- KEPT HIM FROM AN IRREVOCABLE END!

BUT WITH THE RETURN OF INTELLIGENCE COMES A WAVE OF CONFUSION AS WELL!

HE HAS BEEN TO THE BRINK OF DEATH--YES, AND BEYOND. AND NOW, HIS SENSES REEL UNDER THE BOMBARDMENT OF RETURNING AWARENESS.

HE SEEKS SOLACE IN SOLITUDE-- SO HE TURNS FROM DAGGER-- RUNNING HEADLONG FOR THE WALL--

--AND TAKES HIS LEAVE!

SILVERMANE'S LIGHT IS GONE, YET STILL I AM FILLED TO BURSTING WITH LIGHT!

DAGGER...I-I *BEG* YOU! SAVE MY WIFE! CURE MY VANESSA!

PLEASE!

21

NO, KINGPIN! FOR THERE IS ANOTHER WHO NEEDS MY EXCESS LIGHT MORE-- AND GLADLY DO I GIVE IT TO HIM!

I DANCE THE DANCE OF LIGHT, THE DANCE OF LIFE ITSELF!

AND I GIVE THIS LIGHT TO HIM WHO IS MY FRIEND, MY COMPANION, INDEED MY OTHER HALF!

TAKE MY LIGHT, DEAR CLOAK--

--AND BE WHOLE ONCE AGAIN!

DAGGER, YOU STILL HAVE LIGHT TO SPARE --GIVE SOME TO VANESSA... PLEASE!

CLOAK-- SHOULD I...?

WE DO NOT HELP THE LIKES OF HIM, DAGGER! HE IS THE ONE RESPONSIBLE FOR SILVERMANE RETURNING TO LIFE--

--LET HIM ACCEPT THE CONSEQUENCES OF HIS ACTIONS!

NO! THEY'RE GONE!

I HOLD YOU TWO RESPONSIBLE FOR THIS! IF NOT FOR YOUR INTERFERENCE, I WOULD HAVE FOUND THE TIME AND MEANS TO SAVE VANESSA!

BUT KNOW THIS--THE VENGEANCE OF THE KINGPIN IS UPON YOU! AND THAT IS A VENGEANCE TERRIBLE TO BEHOLD!

ER... I THINK WE'D BETTER GET GOING, SPIDER!

WHEW! I'VE NEVER SEEN THE KINGPIN LOSE IT LIKE THAT BEFORE.

AND I DON'T REALLY SEE HOW HE CAN BLAME US FOR WHAT HAPPENED!

I GUESS HE JUST CAN'T ACCEPT THE FACT THAT *HE* FAILED TO SAVE HIS WIFE! HE HAD TO FIND A SCAPEGOAT!

AND WITHIN THE CONFINES OF THE KINGPIN'S DEVASTATED KEEP, A STRONG MAN WEEPS QUIETLY--

--AND THINKS DARK THOUGHTS OF REVENGE!

22

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

TO HATE--!

TO HUNGER FOR REVENGE--!

NEXT ISSUE

THE MOST OFFBEAT STORY YET! THE MEDIUM IS THE MESS IN:

HERMIT-AGE!

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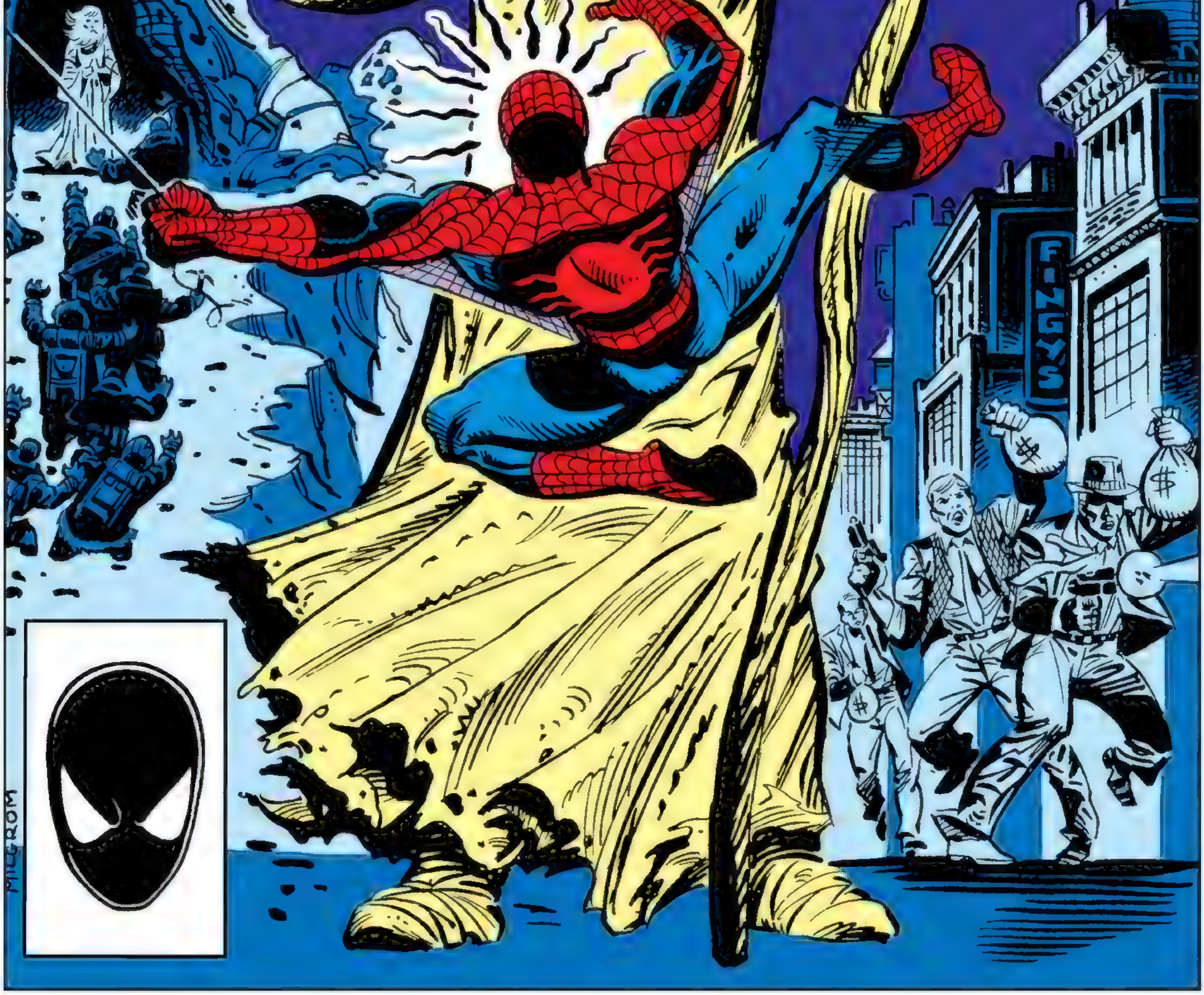
PETER PARKER, THE SPECTACULAR SPIDER-MAN™

ENTER: THE HERMIT!



MILGROM

Stan Lee PRESENTS:

HERMIT-AGE!

THE PIGEONS IN NEW YORK CITY ARE A HARDY BREED. THEY'RE OVERFED AND ARROGANT, AND RARELY MAKE WAY FOR ANYTHING.

BUT EVEN THESE BLASÉ BIRDS OF A FEATHER FLY AWAY TOGETHER WHEN THEIR ROOSTING SPOT IS INVADED BY... THE AMAZING SPIDER-MAN!

STORY
A. MILGROM

PENCILS
H. TRIMPE

INKS
J. MOONEY

LETTERS
J. CHIANG

COLORS
B. SHAREN

EDITOR
D. FINGEROTH

LOOKED OVER (OR OVERLOOKED) BY:
J. SHOOTER

THIS FEELS *GREAT!* WITH ALL THE PRESSURES I'VE BEEN UNDER LATELY, I HAVEN'T HAD THE CHANCE TO DO ANY SERIOUS WEB-SWINGING IN QUITE A WHILE!

AND WHAT GOOD IS IT TO HAVE THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER--

--IF YOU CAN'T USE THOSE ABILITIES TO BLOW OFF A LITTLE STEAM ONCE IN AWHILE?!

AND AFTER THAT ADVENTURE I JUST HAD INVOLVING THE KINGPIN OF CRIME, IF I DIDN'T HAVE SOME WAY OF COOLING OUT--

--I'D JUST FEEL LIKE GOING BACK TO BEING PETER PARKER, SEMI-EMPLOYED NEWSPAPER PHOTOGRAPHER, FULL-TIME.

I STILL CAN'T GET OVER THE TWISTS AND TURNS THAT LAST CAPER TOOK ME THROUGH...

FIRST, SILVERMANE, THE BIONIC-BODIED CRIME LORD WHO WAS SUPPOSED TO BE DEAD, WAS RESTORED TO LIFE.

"BUT HE CAME BACK AS A MINDLESS MONSTER OF DESTRUCTION, THAT SOMEHOW SOUGHT OUT DAGGER, WHOSE LIGHT KNIVES HAD 'KILLED' HIM IN THE FIRST PLACE.

"JUST WHEN THE BLACK CAT AND I AND DAGGER'S PARTNER, *CLOAK*, WERE FIGHTING TO FREE THE WEAKENED DAGGER FROM SILVERMANE'S GRASP--

"ANOTHER SUPER-POWERED WEIRDIE NAMED *THE ANSWER* SWOOPED DOWN AND GRABBED THE POOR GIRL FROM ALL OF US!

"WE TRACKED THEM TO THE KINGPIN'S HEADQUARTER'S WHERE A MAJOR DONNYBROOK ENSUED--

2

"THE KINGPIN WANTED DAGGER TO USE HER LIGHT POWERS TO RESTORE HIS WIFE TO FULL HEALTH AND SANITY--

"--AND HE FOUGHT SILVERMANE TO KEEP THE BIONIC BADDIE FROM TAKING THE LAST OF DAGGER'S LIGHT FROM HER!

"HE LOST.

"AND WHILE I WAS TRYING TO STOP SILVY, THE ANSWER SACRIFICED HIS OWN LIGHT--AND LIFE--TO RESTORE DAGGER--

...WHO IN TURN GAVE SILVERMANE BACK THE LIGHT SHE HAD TAKEN FROM HIM, RESTORING *HIS* SANITY, ENDING HIS RAMPAGE!

"BUT BECAUSE DAGGER DIDN'T ALSO RESTORE HIS WIFE, THE KINGPIN WAS--

"--WELL...A LITTLE BIT PEEVED!

"HE SWORE VENGEANCE AGAINST THE CAT AND ME!

WHY HE BLAMED *US* FOR HIS TROUBLES IS BEYOND ME!

SHEESH! SOME GUYS ARE JUST NEVER SATISFIED!

TAKE ME FOR INSTANCE, THE ANSWER IS GONE, THE KINGPIN SUFFERED SOME SERIOUS SET-BACKS, AND WHILE THE THREAT OF SILVERMANE STILL EXISTS--

AT LEAST HE'S NO LONGER A WANTON ENGINE OF DESTRUCTION CRUSHING EVERYTHING IN HIS PATH.

Lotta Cola

THE NEW SOFT DRINK

...THAT TASTES LIKE A MILLION BUCKS!

BUT MY OWN PETTY PROBLEMS KEEP PREYING ON MY MIND...

LIKE THE RIFT THAT'S FORMED BETWEEN ME AND MY AUNT MAY...

SHE'S BEEN UPSET WITH ME EVER SINCE I TOLD HER I WAS QUITTING GRADUATE SCHOOL.

HOTEL EMBAS

3

I KNOW HOW IMPORTANT MY EDUCATION IS TO HER, BUT WHY CAN'T SHE UNDERSTAND THAT I NEED SOME TIME TO SORT THINGS OUT?

THEN THERE'S THE TROUBLE I'VE BEEN HAVING WITH MY GIRL, FELICIA HARDY-- THE BLACK CAT!

IT'S BAD ENOUGH SHE ONLY LOVES ME AS SPIDER-MAN-- AND CAN'T STAND ME AS PETER PARKER...

...BUT NOW IT SEEMS SHE'S BEEN KEEPING *SECRETS* FROM ME AS WELL. LIKE WHY THE KINGPIN CLAIMED SHE OWED HIM A DEBT.

AND I GUESS IT'S PRETTY OBVIOUS BY NOW THAT SHE'S MANAGED TO OBTAIN SOME SORT OF SUPER-POWERS! YET SHE HASN'T TOLD ME ABOUT THEM, LET ALONE WHERE THEY CAME FROM!

WELL, AT LEAST I MANAGED TO GET RID OF THAT NEW COSTUME OF MINE IN THE NICK OF TIME!

EVER SINCE I GOT IT ON THE OTHER SIDE OF THE UNIVERSE IN THE SUPER HERO WAR WITH THE BEYONDER*, IT DISPLAYED UNUSUAL PROPERTIES.

*SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES--DANNY.

"WHEN I FINALLY GOT REED RICHARDS, LEADERS OF THE FANTASTIC FOUR, TO EXAMINE IT FOR ME, HE MADE A STARTLING DISCOVERY...

"THE SUIT WAS ACTUALLY *ALIVE*--AND WORSE, IT WAS ESTABLISHING A SYMBIOTIC RELATIONSHIP WITH MY BODY! IT WOULD NO LONGER OBEY MY MENTAL COMMAND TO LEAVE!

"LUCKILY, REED FOUND A WAY TO FORCE IT OFF! HE KEPT THE SUIT FOR STUDY-- WHICH IS JUST FINE WITH ME!

IT STILL GIVES ME THE CREEPS TO THINK THAT IF I'D WORN THAT SUIT MUCH LONGER, I'D BE TRAPPED INSIDE IT FOREVER! *BRRRRRR!*

I'D BETTER START SWINGING AGAIN! SITTING HERE THINKING ABOUT IT IS GIVING ME A CHILL!

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FUNNY, THOUGH, DESPITE MY CASE OF THE SHIVERS, I STILL FEEL LIKE DRINKING AN ICE COLD BOTTLE OF *LOTTO-COLA!*

Lotto Cola

WONDER WHY *THAT* THOUGHT SUDDENLY POPPED INTO MY HEAD?

EVEN AS HE SWINGS OFF INTO THE DISTANCE, THERE ARE MEN NEARBY WHO COULD ANSWER SPIDEY'S QUESTION...

...MEN WHO COULD EXPLAIN TO HIM THE WAY THE BILLBOARD WORKED ITS SUBLIMINAL WILES ON HIM, THOUGH HE WAS NOT CONSCIOUSLY AWARE OF ITS MESSAGE.

THEY ARE BRIGHT, HARD MEN, NATTILY CLOTHED IN THREE-PIECE SUITS.

AND EVEN NOW THEY MAKE FURTHER PLANS TO ENSLAVE THE MINDS OF AN UNSUSPECTING PUBLIC!

WELL, WE'VE PUT IT OFF LONG ENOUGH!

RIGHT! HE CAN'T STALL US ANY LONGER!

LET'S GET HIM!

AND, DOWN THE HALL...

THEY'LL BE COMING FOR ME ANY MINUTE, I JUST KNOW IT!

WHY CAN'T THEY STAY AWAY-- WHY CAN'T THEY LEAVE ME *ALONE?!*

IS THAT TOO MUCH TO ASK? I NEVER--

KNOCK KNOCK

THEY'RE HERE!

WE KNOW YOU'RE IN THERE, TIMOTHY QUAIL! OPEN UP!

NO! PLEASE! I--I'M NOT READY YET! C-CAN'T YOU COME BACK LATER?!

NO WAY, GUY!

YOU'RE COMING WITH US!

C-CAN'T WE TALK THIS OVER?!

THE TIME FOR TALKING IS THROUGH, QUAIL!

NOW COME ALONG!

I-I GUESS I HAVEN'T ANY CHOICE!

HUH! CAN YOU *BELIEVE* THAT QUAIL GUY?

WHAT A WEIRDO!

I'LL SAY! I MEAN NOT EVERYONE *LOVES* GIVING AN ADVERTISING PRESENTATION TO A CLIENT, BUT I'VE NEVER SEEN ANYONE WHO WAS THAT *SCARED* OF DOING IT!

AND HE'S SO DARN GOOD!

AN ABSOLUTE GENIUS IN THE FIELD!

I WAS HIS ACCOUNT EXECUTIVE FOR THE LOTTO-COLA CAMPAIGN! HE CAME UP WITH THE DARN THING SINGLE-HANDED!

NO KIDDING?! WHERE DID HE COME FROM!

"HE WAS BORN AND RAISED RIGHT HERE IN NEW YORK. AS I UNDERSTAND IT, HE WAS ALWAYS A LONER--KEPT TO HIMSELF.

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"BUT SOMEHOW, EVEN THEN, THE OTHER KIDS FOUND OUT HE HAD A NATURAL GIFT FOR SOLVING PROBLEMS.

"HE COULD TELL BOYS HOW TO GO ABOUT GETTING IN GOOD WITH THEIR GIRLFRIENDS--THOUGH QUAIL NEVER HAD ONE HIMSELF.

"AND HE GAVE GREAT ADVICE ON HOW TO AVOID GETTING A WHIPPING FROM YOUR FOLKS WHEN YOU DID SOMETHING WRONG!

"HIS INTUITIVE KNOWLEDGE OF HUMAN NATURE--COUPLED WITH A KEEN EYE FOR THE MOST SYMPATHETIC WAY TO PRESENT THINGS--MADE HIM A NATURAL AD-MAN FROM THE WORD GO!

"WELL, WORD OF MOUTH BEING WHAT IT IS, BEFORE LONG, THE KIDS WERE LINED UP AROUND THE BLOCK SEEKING HIS ADVICE!

"THE ONLY TROUBLE WAS...OL' TIMID TIMOTHY HATED THE ATTENTION!

"HE PREFERRED HIS SOLITUDE, BUT WAS SO SOUGHT AFTER, HE COULDN'T GET ANY!"

HUH! IMAGINE THAT!

YEAH, BUT IT EVEN GETS WEIRDER!

QUAIL GOT SO TIRED OF THE ATTENTION THAT WHEN HE GOT OLD ENOUGH, HE LEFT THE CITY--

"--AND MOVED TO TIBET!

"AND I DON'T MEAN HE TOOK UP RESIDENCE IN ANY CIVILIZED AREA: EITHER.

"HE LIVED IN A CAVE ATOP A REMOTE, SNOW-COVERED MOUNTAIN, GREW A LONG BEARD, DRESSED HIMSELF IN RAGGED ROBES, AND BECAME A HERMIT!

"HIS PEACE LASTED FOR A SHORT WHILE--

"-- BUT BY THIS TIME, HIS FAME AS A BRILLIANT ADVISER HAD SPREAD SO FAR AND WIDE THAT EVEN HERE, DROVES OF HUMANITY SOUGHT HIM OUT!

"IF ANYTHING, THE BEARD AND ROBES *ADDED* TO HIS IMAGE AS A WISE SEER! AFTER ALL, HE REALLY LOOKED THE PART!

"MAYBE THAT'S WHEN HE BECAME SO ADEPT AT PACKAGING THINGS SO THEY WOULD SELL, HAVING SEEN THE RESULTS FROM PERSONAL EXPERIENCE!"

FINALLY HE LEFT THE MOUNTAINS, MOVED BACK HERE, AND FELL INTO ADVERTISING. HE WAS A *NATURAL*... AND BESIDES, PEOPLE IN THE BIZ MOSTLY LEAVE HIM ALONE-- EXCEPT ON PRESENTATION DAYS LIKE THIS!

SPEAKING OF WHICH, WE'D BETTER HUSTLE ALONG TO THAT MEETING OURSELVES!

RIGHT!

MEANWHILE, IN AN ALLEYWAY IN THE WEST 20'S...

OKAY, MEN LET'S GET THAT STUFF LOADED ONTO THE TRUCK. NICE AND EASY DOES IT, THOUGH! NO NEED TO RUSH THINGS *TOO* MUCH!

COINCIDENTALLY, OUR WEB-HEADED WONDER IS SWINGING OVER THAT SELFSAME ALLEY...

... AND WITH ALL MY OTHER PROBLEMS. I DON'T EVEN KNOW HOW I'M GONNA PAY THE RENT THIS--

HEY! I'M GETTING A MILD BUZZ FROM MY SPIDER-SENSE! IS THERE SOME DANGER HEADING MY WAY?

NOTHING IN SIGHT EXCEPT THOSE MEN CLEARING THE TRASH FROM THE BACK OF THAT BUILDING!

WELL, CAN'T HURT TO CHECK ON THEM...

AFTERNOON, GENTS! ANYTHING GOING ON DOWN HERE I SHOULD KNOW ABOUT?

HUH?! WHO?!

SPIDER-MAN!

ER...NO, SIR! NOTHING WRONG HERE, MISTER SPIDER-MAN, SIR!

WHY DO YOU ASK?

SAY, YOU'RE NOT HERE TO *ROB* US ARE YOU? 'CAUSE IF YOU ARE, LET ME TELL YOU I'M GONNA GO CALL THE COPS RIGHT NOW!

EASY, ELLIOT. HE MIGHT BE DANGEROUS...

HOLD ON A MINUTE, FELLAS! I'M ONE OF THE *GOOD* GUYS!

YEAH? NOT ACCORDING TO THE DAILY BUGLE, YOU AIN'T!

I KNOW, I KNOW! ACCORDING TO JOLLY J. JONAH JAMESON'S EDITORIALS, I'M WORSE THAN GENGHIS KHAN, HITLER, AND DOC DOOM ALL ROLLED INTO ONE!

PHOOIE! I'VE SAID IT BEFORE AND I'LL SAY IT AGAIN--

--I'VE JUST GOT TO GET ME A GOOD PR MAN!

I DON'T WANT TO FRIGHTEN INNOCENT WORKMEN, SO I'LL JUST WEB ON OUT OF HERE!

STILL DON'T KNOW WHAT GOT MY SPIDEY-SENSE GOING!

FOR ALL I KNOW, IT'S AN AFTER-EFFECT OF MY BOD ALMOST BEING TAKEN OVER BY THAT LIVING COSTUME OF MINE! GREAT, ANOTHER PROBLEM!

NOW WHAT *AM* I GONNA DO ABOUT THE RENT...?

HEY--WHADDAYA KNOW--IT WORKED!

YEAH, LIKE A CHARM! THE BOSS' ADVISOR WAS RIGHT! AS LONG AS WE ACT LIKE WE'RE JUST GOING ABOUT OUR BUSINESS, NO ONE IS GONNA BOTHER US!

IF WE'D PANICKED, PULLED GUNS OUT, SPIDER-MAN WOULD'A TRASHED US FOR SURE!

NOT THAT WE HAD ANY CHOICE--'CAUSE THE BOSS WOULDN'T LET US BRING OUR RODS ALONG ON THIS CAPER!

FIGURED THAT WAY WE WOULDN'T DO NOTHIN' RASH! AND IF WE *DID* GET NABBED, WE WOULDN'T GET THE STIFFER SENTENCE THAT GOES WITH *ARMED* ROBBERY!

NOW HELP ME LOAD THIS SAFE WE SWIPED ON BOARD THE TRUCK AND WE CAN LAM OUT OF HERE!

WHILE, BACK AT AN IMPOSING STRUCTURE ON MADISON AVENUE...

GREAT PRESENTATION, TIMOTHY!

REALLY! THE CLIENT LOVED IT! SWALLOWED IT HOOK, LINE, AND SINKER!

ER... I'M GLAD YOU ALL LIKED IT! W-WOULD IT BE ALL RIGHT IF I WENT HOME A BIT EARLY TODAY? I'M FEELING RATHER TIRED.

SURE, TAKE THE REST OF THE DAY OFF! YOU EARNED IT!

HOW 'BOUT THE REST OF US GO OUT AND QUAFF A FEW TO CELEBRATE!

WELL, THANK GOODNESS *THAT'S* OVER! IF ONLY THEY'D LEAVE ME COMPLETELY ALONE--

OH MY GOSH! IT'S *HIM*!

NO! PLEASE! NOT AGAIN!

C'MON, QUAIL, THE BOSS WANTS TA SEE YA!

THEY ARE BRIGHT, HARD MEN, NATTILY DRESSED IN THREE-PIECE SUITS.

THEY ARE NOT IN ADVERTISING.

--BUT I GUESS THAT'S JUST TOO MUCH TO ASK FOR!

AT LEAST THE MEN AT THE AGENCY AREN'T AS BAD AS...

HELLO, TIMOTHY, MY FRIEND! AREN'T YOU PLEASED TO SEE ME?

N-NO!

NO MATTER! THE LAST CAMPAIGN WENT WELL-- VERY WELL! I'M PLEASED!

HAVE YOU PLANNED THE NEXT ONE?

YES.

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WHILE TIMOTHY QUAIL DETAILS THE PARTICULARS OF HIS PLAN--OTHER SINISTER EVENTS ARE OCCURRING ACROSS TOWN AT THE WORLD FAMOUS BAXTER BUILDING, HEADQUARTERS OF THE FANTASTIC FOUR...

WITHIN ONE CHAMBER OF THE BUILDING, THE ALIEN ENTITY WHICH HAD BEEN SPIDER-MAN'S NEW COSTUME IS HELD CAPTIVE...

AT THE SOUND OF FOOTSTEPS ECHOING DOWN A HALLWAY, THE CREATURE STARTS--

--THEN...

CHA-KLIK!

OH, NO! IT'S GONE!

I CAME BY TO CHECK UP ON THAT WEIRD COSTUME OF SPIDER-MAN'S--

--BUT SOMEHOW IT MUST HAVE GOTTEN OUT!

I'D BETTER ACTIVATE THE SWITCH THAT'LL LIFT THE CANISTER, AND SEE IF I CAN FIND SOME CLUE AS TO HOW THE THING ESCAPED!

HOLD IT, JOHNNY!

HUH? REED'S ARM STRETCHING INTO THE ROOM--STOPPING ME!

WATCH WHAT HAPPENS WHEN I PRESS THE BUTTON THAT ACTIVATES THE SONIC SHOCK THAT THE CREATURE IS SENSITIVE TO--

HEY! THAT THING WAS JUST *HIDING!* IT WAS ALL SCRUNCHED UP IN THE MACHINERY AT THE TOP OF THE TUBE!

EXACTLY! LUCKILY, I WAS DOWN THE HALL WHEN I HEARD YOUR CRY!

I DECIDED TO SEE WHAT YOU WERE UP TO--AND A GOOD THING I DID!

I'LL SAY. I MAY BE THE HUMAN TORCH, BUT THAT THING ALMOST "BURNED" ME! SORRY, REED.

I GUESS THEY DON'T CALL YOU "MR. FANTASTIC" FOR NOTHING!

NO NEED TO APOLOGIZE, JOHNNY! THE FACT IS, THAT CREATURE IS EVEN MORE CUNNING THAN I SUSPECTED.

SPIDER-MAN IS LUCKY WE REALIZED THE DANGER IT POSED TO HIM BEFORE IT WAS TOO LATE!

AND AT THE MIDTOWN HEADQUARTERS OF THE KINGPIN OF CRIME...

CURSE THEM! CURSE SPIDER-MAN AND THE BLACK CAT!

THEY COST ME THE SERVICES OF MY LOYAL SUPER-AGENT, THE ANSWER! INDEED, HE GAVE HIS LIFE STOPPING THE ONSLAUGHT OF SILVERMANE!

BUT FAR WORSE, THEY CAUSED ME TO LOSE DAGGER, WHOSE POWER WOULD HAVE CURED MY AILING WIFE--

--MY BELOVED VANESSA!

MY REVENGE WILL BE TERRIBLE... AND EXQUISITELY, EXCRUCIATINGLY SLOW! EVEN NOW, SPIDER-MAN AND THE CAT ARE FALLING PREY TO THE PLANS I LAID FOR THEM SO MANY MONTHS AGO!

IF I HAD EVER HAD ANY THOUGHTS OF RELENTING... THOSE THOUGHTS ARE GONE FOREVER!

BUT I FIND MYSELF IN NEED OF A NEW AGENT TO REPLACE THE ANSWER--PREFERABLY ONE WHO WILL ALSO ACT AS MY CHIEF ASSASSIN.

WHERE CAN I FIND SUCH AN AGENT... *WHERE?*

*AND IN THE KINGPIN'S KEEP, REINFORCED FORTRESS LEVEL OF THIS VERY BUILDING, EVENTS ARE TAKING PLACE WHICH MAY SUPPLY THE MIGHTY CRIME LORD WITH THE SOLUTION TO HIS PROBLEM... IF NOT THE **ANSWER!***

I CAN'T BELIEVE THE MESS THEY MADE IN HERE!

THIS PLACE IS BUILT TO WITHSTAND EARTHQUAKES--YET LOOK AT THE DAMAGE THAT WAS DONE TO IT!

AND THAT'S WORSE, BECAUSE OF THE TOP-SECRET SCIENTIFIC EQUIPMENT HOUSED HERE, WE RESEARCH MEN HAVE TO DO THE CLEAN UP.

I KNOW WE CAN'T TRUST THE MAINTENANCE CREW TO SEE THE STUFF WE WORK WITH--

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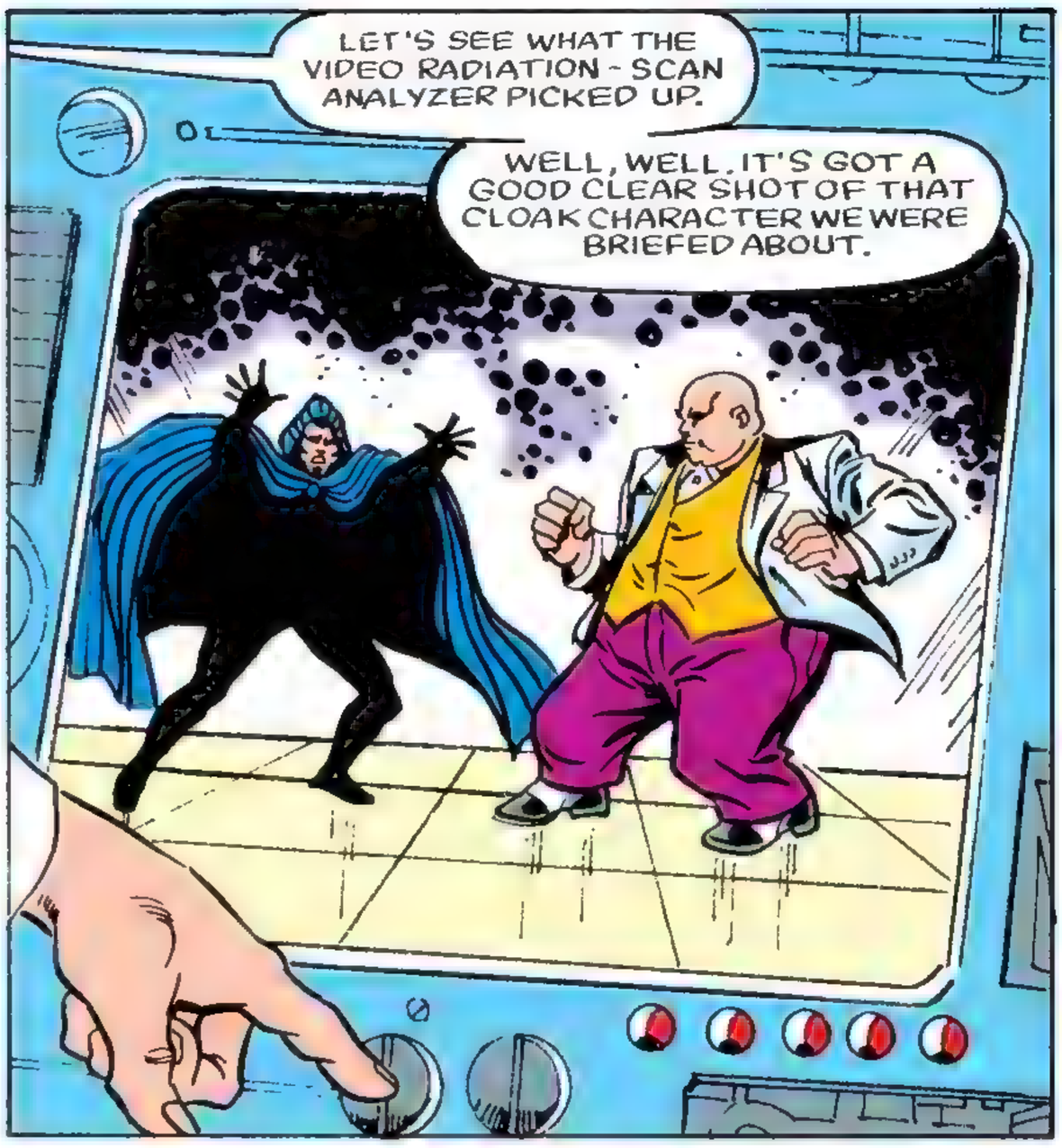
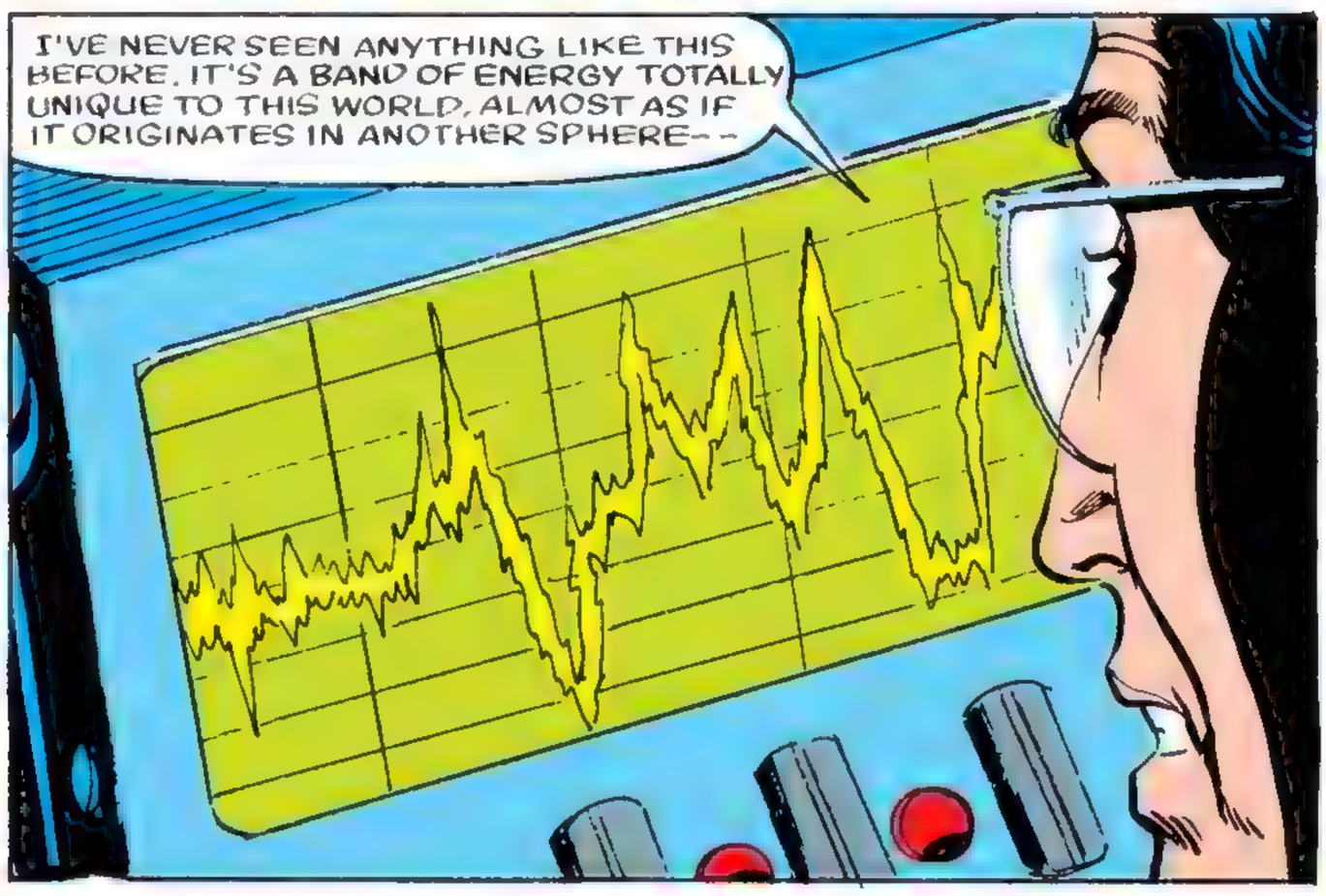
-- BUT, SHEESH, MY MOTHER DIDN'T RAISE ME TO BE A JANITOR!
WELL, AT LEAST THIS BANK OF EQUIPMENT DOESN'T SEEM TO BE DAMAGED ANY-- -- THOUGH HOW IT ESCAPED IS BEYOND ME.


LET'S SEE WHAT THE VIDEO RADIATION - SCAN ANALYZER PICKED UP.
WELL, WELL. IT'S GOT A GOOD CLEAR SHOT OF THAT CLOAK CHARACTER WE WERE BRIEFED ABOUT.

AND JUDGING FROM THE READOUT, IT GOT A FIX ON SOME SORT OF STRANGE RADIATION EMANATING FROM HIM.


I'VE NEVER SEEN ANYTHING LIKE THIS BEFORE. IT'S A BAND OF ENERGY TOTALLY UNIQUE TO THIS WORLD, ALMOST AS IF IT ORIGINATES IN ANOTHER SPHERE--

OR DIMENSION.

SAY... IF I COULD ANALYZE THIS RADIATION -- FIND A WAY TO REPRODUCE IT IN THE LABORATORY-- I MIGHT BE ABLE TO DUPLICATE CLOAK'S ABILITIES.
THINK OF THE POWER I COULD WIELD!

JUST THINK!
13.

THE NEXT DAY, AT THE MIDTOWN OFFICES OF THE NEW YORK DAILY BUGLE...

WELL, HERE I AM, BANG ON TIME FOR MY MEETING WITH JOE ROBERTSON. HOPE HE CAN GIVE ME SOME--

WORK! I NEED SOMETHING, ROBBIE...ANYTHING.

WELL, PETER, YOU HAVE BEEN WORKING HARD ON IMPROVING THE QUALITY OF YOUR PHOTOS, AND I'D LIKE TO HELP YOU...

BUT--?

BUT THERE JUST AREN'T ANY ASSIGNMENTS AVAILABLE FOR FREELANCE PHOTOGRAPHERS JUST NOW.

HOWEVER, THERE'S BEEN A SERIES OF VERY SLICK ROBBERIES COMMITTED AROUND TOWN LATELY.

JUST YESTERDAY A BUILDING IN THE FUR DISTRICT WAS ROBBED. APPARENTLY THE CROOKS WERE DRESSED AS WORKMEN--ACTED VERY NONCHALANT.

THEY GOT CLEAN AWAY. IF YOU COULD GET ME SOME SHOTS OF *THAT* OPERATION...

THE FUR DISTRICT! THAT'S WHERE I WAS SWINGING THE OTHER DAY! I'LL BET THOSE GUYS IN THE ALLEYWAY WERE THE CROOKS.

YOU DUMMY, PARKER! THAT'LL TEACH YOU TO PLAY CLOSER ATTENTION TO YOUR SPIDER-SENSE AND NOT LET YOUR PERSONAL PROBLEMS PREOCCUPY YOU!

I'LL SEE WHAT I CAN DIG UP, ROBBIE!

OKAY, PETER. GOOD LUCK!

AS PETE LEAVES JOE'S OFFICE...

SAY, THERE'S FLASH THOMPSON TALKING TO JOE'S SECRETARY, BETTY LEEDS.

REALLY, BETTY, THOSE ARMORED CLOWNS DIDN'T LOOK LIKE THEY WERE THAT TOUGH! I'D'VE TACKLED 'EM IF THEY'D GOTTEN NEAR US! *

OH, FLASH, I WAS JUST SO GLAD YOU WERE THERE!

HI, KIDS! WHAT'S THE GOOD WORD!

EH? OH, PARKER... IT'S YOU!

14

*IT HAPPENED DURING THE FREAK SUMMER SNOWFALL LAST ISH--DANNY.

WHY SO FRIENDLY ALL OF A SUDDEN? YOU DIDN'T SEEM SO EAGER TO TALK TO ME WHEN I WAS AT YOUR APARTMENT NEEDING YOUR FRIENDSHIP--YOUR HELP.

LOOK, FLASH, I'VE BEEN MEANING TO EXPLAIN ABOUT THAT--

SAVE IT FOR THE FUNNY PAPERS, CLOWN. I DON'T WANTA HEAR IT!

SO LONG, BETTY! I'LL CALL YOU LATER!

I WISH HE'D HEAR ME OUT. BUT KNOWING FLASH, I'D BETTER WAIT FOR HIM TO COOL DOWN ON HIS OWN.

I DIDN'T KNOW YOU WERE SO FRIENDLY WITH THE BIG LUG, BETTY.

AND WHAT'S WRONG WITH IT IF I AM?

JUST BECAUSE I'M MARRIED DOESN'T MEAN I CAN'T HAVE FRIENDS OF THE MALE PERSUASION.

BESIDES, NED'S AWAY ON ASSIGNMENT FOR THE PAPER SO MUCH OF THE TIME... BUT WHY AM I EXPLAINING THIS TO YOU? IT'S NONE OF YOUR BUSINESS, PETER.

OKAY, OKAY! I GET THE MESSAGE! THEY DECLARED IT "DUMP ON PETER PARKER DAY" BUT NO ONE BOTHERED TO NOTIFY ME!

'BYE, BETTY!

WHILE, IN THE SINISTER, DARK LIMOUSINE WHICH PICKED UP TIMOTHY QUAIL...

YES, MR. QUAIL, YOUR PLANS HAVE ALL BEEN EXCELLENT SO FAR--

--BUT ALL FAIRLY SMALL POTATOES!

I THINK IT'S TIME WE TRIED A REALLY BIG HIT!

15

THE COMPETITION IN THIS TOWN IS TOUGH, WHAT WITH THE KINGPIN AND THE ROSE SQUEEZING OUT THE SMALLER OPERATORS.

NOW THERE HAVE BEEN RUMORS THAT SILVERMANE AND THE HOBGOBLIN HAVE RETURNED.

THE PIE IS GETTING SMALLER, BUT I WANT A LARGER CUT. UNDERSTOOD?

YES, SIR. BUT THE RISK WILL BE SO MUCH GREATER...

TOUGH! DO AS I SAY OR I KILL YOU!

SURELY THE RISK CAN'T BE ANY GREATER THAN THAT, EH?

AND DON'T EVEN *THINK* ABOUT GOING TO THE POLICE...I COULD STILL HAVE YOU KILLED, NO MATTER WHERE YOU RAN OR HOW FAR!

AND JUST TO BE SURE YOU DON'T SABOTAGE US SOMEHOW--YOU'RE GOING ALONG ON THIS CAPER YOURSELF!

EEP!

DON'T WORRY, IF YOUR PLAN IS A GOOD ONE, YOU WON'T GET CAUGHT, RIGHT? RIGHT!

SO, FRIEND QUAIL--WHAT'S THE PLAN?

THAT NIGHT, AT THE CHELSEA APARTMENT OF PETER PARKER...

MAN THIS IS A *DRAG!*

I KNOW THAT LIVING COSTUME WAS EERIE--BUT NOW I'M SPOILED!

I'VE BECOME SO USED TO THE ALIEN SUIT DRESSING ME AT MY SLIGHTEST MENTAL WHIM, THAT GETTING INTO MY COSTUME THE OLD-FASHIONED WAY SEEMS TO TAKE FOREVER.

16

OH, GREAT! I CAN'T EVEN GET MY MASK ON STRAIGHT!

WHO'D HAVE THOUGHT A GROWN SUPER-HERO COULD FORGET HOW TO DRESS HIMSELF? SHEESH!

FINALLY! NOW I'D BETTER SCRAMBLE ON UP TO THE ROOF! I CALLED FELICIA AND ASKED HER TO MEET ME HERE!

KNOWING HER, IF I DON'T HEAD HER OFF, SHE'LL COME BARGING IN MY LIVING ROOM WINDOW IN HER BLACK CAT DISGUISE-- WITHOUT THINKING SHE COULD BLOW MY SECRET IDENTITY!

THAT'S JUST *ONE* OF THE THINGS I WANT TO TALK TO HER ABOUT. I WONDER HOW SHE'S GOING TO REACT TO THE OTHERS...?

HMM... MY SPIDER-SENSE IS TINGLING MILDLY AGAIN! WHAT POSSIBLE DANGER--

PENNY FOR YOUR THOUGHTS, LOVER!

CAT!

RIGHT THE FIRST TIME, SPIDER!

AND FOR GETTING THE RIGHT ANSWER, YOU WIN THE PRIZE--

--ME!

HOLD IT, CAT. I DIDN'T ASK YOU TO COME OVER SO WE COULD CUDDLE.

HUH? WHY NOT?

WE HAVE SOME IMPORTANT THINGS TO DISCUSS, FELICIA--

--FOR INSTANCE, WHERE YOU GOT YOUR POWERS?

MY... POWERS?

17

ER... WHAT POWERS, SPIDER?

DON'T PLAY DUMB WITH ME, FELICIA. IT TOOK ME A WHILE TO CATCH ON--

--BUT I COULDN'T HELP BUT NOTICE HOW WELL YOU'VE FARED AGAINST HIGH-POWERED BAD GUYS LATELY!

PLUS THE FACT THAT CAPTAIN AMERICA AND THE HUMAN TORCH TOLD ME YOU'D BEEN MAKING THE ROUNDS OF THE DIFFERENT SUPER GROUPS IN TOWN SEEKING A WAY TO GAIN SOME POWERS.*

THEY MENTIONED IT TO ME ON THE BEYONDER'S PLANET, AND I'VE BEEN MEANING TO ASK YOU ABOUT IT EVER SINCE I GOT BACK TO EARTH!

HONESTLY, SPIDER, I--AH-- I WAS *LOOKING* FOR SUPER POWERS, BUT COULDN'T FIND ANY.

UH-HUH!

WELL TELL ME THIS, THEN! HOW IS IT YOU KNEW THE ANSWER WAS THE KINGPIN'S HENCHMAN?

I TOLD YOU I STILL HAVE SOME UNDER-WORLD CONNECTIONS! ONE OF *THEM* TOLD ME!

OH--I WON'T LISTEN TO YOUR STUPID ACCUSATIONS FOR ANOTHER MINUTE!

DON'T TURN AWAY FROM ME, CAT! ALL YOUR EXPLANATIONS ARE A LITTLE TOO PAT, TOO CONVENIENT! I-I CAN'T BELIEVE ALL OF THEM!

AND WHY DID THE KINGPIN CLAIM YOU OWED HIM A DEBT? WE WERE SO BUSY FIGHTING FOR OUR LIVES WHILE TRYING TO STOP SILVERMANE AND RESCUE CLOAK AND DAGGER THAT I NEVER GOT MUCH OF A CHANCE TO ASK YOU ABOUT THAT.

UH... HE--HE CLAIMED MY CAT BURGLAR *FATHER* OWED HIM A FAVOR! HE WANTED ME TO MAKE GOOD ON IT, NOW THAT MY DAD IS DEAD!

DON'T YOU THINK YOU SHOULD HAVE ***TOLD*** ME ABOUT THAT?!

WHAT KIND OF LOVE DO WE HAVE IF WE'RE KEEPING SECRETS FROM ONE ANOTHER? TALK TO ME, CAT! FOR ONCE IN YOUR LIFE BE COMPLETELY HONEST!

I-I *CAN'T* TELL YOU EVERYTHING YOU WANT TO KNOW!

IF YOU WON'T TRUST ME, THEN THERE'S NOTHING MORE FOR US TO DISCUSS!

GOODBYE!

CAT--FELICIA-- DON'T GO! I--

NO USE! SHE WOULDN'T LISTEN!

WELL, *THAT* CONVERSATION CERTAINLY ACCOMPLISHED A LOT!

18

I COULD CATCH HER, BUT--

--BUT THE TRUTH IS I FEEL LIKE TOO MUCH OF A HYPOCRITE TO WANT TO PURSUE THIS ANY FURTHER!

HERE I AM ACCUSING FELICIA OF KEEPING SECRETS FROM ME, YET HAVEN'T I DONE THE SAME THING TO THOSE I LOVE--?

LIKE KEEPING MY IDENTITY AS SPIDER-MAN FROM AUNT MAY!

I NEED SOME ACTION TO KEEP ME FROM DWELLING ON IT, I--

HEY, MY SPIDEY-SENSE IS GIVING ME A LITTLE TINGLE!

THE ONLY PEOPLE IN SIGHT ARE THOSE JOGGERS ON THE STREET! THEY DON'T APPEAR TO PRESENT ANY DANGER!

HMM. ODD THAT THE LEADER OF THE PACK IS SO SKINNY BUT THE REST OF THEM ARE ALL OBESE GUYS! WEIRD!

COME TO THINK OF IT, I LET APPEARANCES FOOL ME THE OTHER DAY WITH THOSE GUYS IN THE FUR DISTRICT!

73

30

6

2

THINK I'LL PAY ATTENTION TO MY SPIDER-SENSE THIS TIME AND FOLLOW THOSE GUYS!

19

AND, AS THE THUNDERING HERD OF JUMBO JOGGERS ROUNDS THE CORNER...

SURE IS A CRAZY SCHEDULE WE'RE ON-- DELIVERING THIS CASH IN THE DEAD OF NIGHT!

IT'S AN EXPERIMENT! THE BOARD OF DIRECTORS HAS THIS THEORY THERE'S LESS CHANCE OF A ROBBERY ATTEMPT THIS LATE. PERSONALLY--

SAY, WHAT'S THAT?

FIRST CITY BAN

SMI

SECURITY SERVICE

LIGHTEN UP, LOU! IT'S JUST ANOTHER ONE OF THOSE MARATHONS PEOPLE ARE ALWAYS RUNNING IN THE CITY!

THOUGH JUDGING BY THE SIZE OF THOSE GUYS, I'D GUESS IT'S NOT A *MINI*-MARATHON! HA!

GO FOR IT, MEN!

YOU FELLAS TRYING OUT FOR THE OLYMPICS? IT'S A BIT LATE!

CITY BANK

SMITH

URITY SERVICE

HEY, I WAS JUST FOOLING! NO NEED TO RUN ME OVER!

OOF!

LOOK OUT! YOU'RE CRUSH-ING ME!

H-HEY! THESE GUYS ARE PRESSING ME AGAINST THE SIDE OF THE TRUCK SO HARD I CAN'T MOVE!

C-CAN'T EVEN GET MY GUN OUT, BLAST IT!

HERE YOU GO, BOYS! PLENTY FOR EVERYBODY!

THEY'RE *ROBBING* US!

GOTTA HAND IT TO YA, PAL! YOUR PLAN IS WORKING LIKE A CHARM!

WOW! GET A LOAD OF THIS! THOSE GUYS *WERE* UP TO NO GOOD!

I'LL JUST SET UP MY TRUSTY OLD CAMERA SO I CAN GET JOE ROBERTSON SOME NICE, EXCLUSIVE PHOTOS OF THIS SCAM--

SMITH
ITY SERVICE
SPIDER-MAN!
--AND THEN SWING DOWN AND JOIN THE PARTY!
BUT WHAT'S HE DOIN' IN HIS OLD, CRUDDY COSTUME AGAIN?
PLEASE, BOYS, DON'T INSULT THE THREADS! I SAW YOU WERE OUT FOR A RUN. AND I THOUGHT THE SIGHT OF THESE CLOTHES MIGHT HELP JOG YOUR MEMORY--
7
--TO SEE IF YOU REALLY DO REMEMBER THE OLD SPIDER-MAN!
YOU KNOW, THE ONE WHO CAN WEB UP A BUNCH OF BANK ROBBERS, JUST AS GRACEFULLY--
TH
SERVICE
--AS HE CAN SPIN A WEB LINE TO TRIP UP CROOKS WHO ARE TRYING TO LIVE THEIR LIVES IN THE FAST LANE!
AND SPEAKING OF FAST--
--WITH THE FOOD THEY SERVE IN PRISON, FASTING MIGHT PROVE TO BE THE BEST THING FOR YOU!
3
HOLD IT RIGHT THERE, SKINNY! YOU SEEM TO BE IN CHARGE OF THIS OVERBLOWN OPERATION! DON'T TRY TO GET AWAY, OR--
10
HA! HE DOESN'T SEE ME SNEAKING UP BEHIND HIM! I'LL BASH HIM WITH THIS BAG OF COINS! IF I CAN GET MY FULL WEIGHT BEHIND IT, IT'LL BE LIGHTS OUT FOR SPIDER-MAN!
OHMIGOSH! I-I DON'T WANT TO BE PARTY TO A MURDER--NO MATTER WHAT HAPPENS TO ME...
SPIDER-MAN, LOOK OUT BEHIND YOU!
9
NAUGHTY, NAUGHTY, BIG FELLA! MUSTN'T SQUASH YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! IT'S NOT POLITE!
MY SPIDER-SENSE WARNED ME OF DANGER, AND I WOULD HAVE AVOIDED THAT BLOW ANYWAY, BUT--
KLOP!
9
21

– – WHY'D YOU WARN ME, FELLA? YOU COULD HAVE GOTTEN AWAY IF HE'D NAILED ME. YOU *ARE* A MEMBER OF THIS GANG, AREN'T YOU?

I– I NEVER WANTED TO BE A PART OF THIS, SPIDER-MAN! BUT I WAS FORCED TO AT THE RISK OF MY VERY LIFE!

SMITH
SECURIT

OKAY, MEN! YOU WANT THAT MONEY SO MUCH, WE LL LET YOU SIT WITH IT– – AT LEAST UNTIL THE POLICE ARRIVE!

COME WITH ME, MISTER. SOMEHOW I BELIEVE YOU! YOU *DID* TRY TO WARN ME! LET'S GET AWAY FROM THE HUBBUB SO WE CAN TALK!

OH, MY... I THINK I'M GOING TO BE QUITE ILL!

AND SOON, ON A NEARBY ROOFTOP...

I DON'T THINK I LIKE THAT MODE OF TRAVEL.

IT GETS ME WHERE I WANT TO GO! NOW SUPPOSE YOU TELL ME YOUR STORY!

TIMOTHY QUAIL OBLIGES.

SOON...

AND SO YOU SEE, SPIDER-MAN, ALL I EVER WANTED WAS TO BE LEFT ALONE. BUT DUE TO MY UNUSUAL GIFT PEOPLE HAVE HOUNDED ME ALL MY LIFE!

I WOULD HAVE BEEN QUITE HAPPY TO REMAIN IN MY CAVE IN TIBET, DRESSED IN RAGS, BUT EVEN *THERE* PEOPLE SOUGHT ME OUT!

THOUGH AT LEAST THERE, NO ONE FORCED ME TO COMMIT CRIMES.

DEAR ME, I JUST DON'T KNOW WHAT TO DO!

TIMOTHY, I THINK I HAVE THE ANSWER!

YOU DO?

YES, AND AS A MAN WHO USES HIS TALENTS SO SUCCESSFULLY IN ADVERTISING, I'M SURPRISED YOU DIDN'T THINK OF THIS SOLUTION YOURSELF!

ALL YOU REALLY HAVE TO DO TO GET WHAT YOU WANT IS... CHANGE YOUR PACKAGING!

?

AND IN THE DAYS THAT FOLLOW...

DAILY BUGLE

CRIME WAVE ENDED!!

SPIDER-MAN SOUGHT FOR QUESTIONING

MASKED ADVENTURER SEEN LEAVING SCENE WITH SUSPECT

PHOTOS BY PETER PARKER

WHILE AT A CERTAIN MADISON AVENUE ADVERTISING AGENCY...

NOBODY'S HEARD ANYTHING FROM TIMID TIMOTHY IN DAYS! HE SEEMS TO HAVE DISAPPEARED OFF THE FACE OF THE EARTH!

DO YOU SUPPOSE HE'S SICK... OR DEAD?

OR SOMEHOW MIXED UP WITH SPIDER-MAN?

SOMEHOW, KNOWING WHAT A STICKLER QUAIL WAS FOR PRIVACY, I'LL BET HE'S RESPONSIBLE FOR HIS OWN DISAPPEARANCE!

WELL, IN ANY CASE, IT LOOKS LIKE WE'VE LOST A GREAT AD MAN!

I JUST HOPE THAT WHEREVER HE IS... HE'S HAPPY!

AND ON THE STREETS, JUST FORTY STORIES BELOW...

WELL, SPIDER-MAN WAS RIGHT! I JUST HAD TO CHANGE MY PACKAGING!

IN THE CITY, BY DRESSING IN A THREE-PIECE-SUIT AND CARRYING AN ATTACHE CASE, I JUST LOOKED THE PART OF AN AD MAN / IDEA MAN AND PEOPLE SOUGHT MY ADVICE.

AND WHEN I LIVED IN TIBET, THE TATTERED CLOTHES AND LONG BEARD MADE ME LOOK ALL THE MORE LIKE A WISE PROPHET! PEOPLE FLOCKED TO ME SEEKING A GURU!

BUT BY SWITCHING THINGS AROUND--BY DRESSING IN SIMPLE HERMIT-LIKE ROBES HERE IN NEW YORK--

--AND BY USING A FEW SIMPLE PROPS LIKE THIS OLD SHOPPING CART FULL OF OVERFLOWING PAPER BAGS AND THIS FAKE BEARD--

--PEOPLE AVOID ME LIKE THE PLAGUE!

I CAN GET ALL THE PRIVACY I WANT, EVEN IN THE MIDDLE OF A CROWDED AVENUE!

MY OWN BEARD IS COMING ALONG PRETTY GOOD! I'LL BE ABLE TO GET RID OF THE FAKE PRETTY SOON!

HEH HEH! THIS IS WONDERFUL!

GOT TO REMEMBER TO MUMBLE OUT LOUD TO MYSELF A LITTLE MORE!

SAY, I WONDER WHAT IT WOULD HAVE BEEN LIKE IF I'D STAYED IN THE HIMALAYAS--

--AND WORN A THREE-PIECE-SUIT?!

NEXT: TRUE CONFESSIONS!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND THE

HUMAN TORCH™

HEADS UP, WEB-SLINGER! YOUR ORIGINAL SUIT MAY BE NIFTY--

--BUT IT SURE AIN'T FIREPROOF!

"PAWNS OF THE BLACK ABBOTT!"

J.R.JR + JR

Stan Lee PRESENTS: SPIDER-MAN® AND THE HUMAN TORCH™

A DEBT REPAID...

THE SIGHT OF THE FAMILIAR RED-AND-BLUE COSTUME OF THE AMAZING SPIDER-MAN HAS RECENTLY BEEN ABSENT FROM THE NEW YORK CITY SKYLINE, REPLACED BY AN ALIEN BLACK AND WHITE VERSION.

YET NOW, AS THE ORIGINAL--IN ONE OF ITS FIRST REAPPEARANCES--ONCE AGAIN ADDS ITS OWN SPECIAL EXCITEMENT AND COLOR TO THE SKIES OF THE BIG APPLE--

--THE ONLY WELCOME IT RECEIVES IS THE COLD THREAT OF DANGER!

THIS I DO NOT BELIEVE! I'M OUT WEB-SLINGING FOR TWO MINUTES TO CLEAR THE COBWEBS FROM MY BRAIN--

--AND ALREADY MY SPIDER-SENSE IS TINGLING! WHAT THREAT IS IT WARNING ME OF THIS TIME?

CARY BURKETT SCRIPTER / GREG LaROCQUE PENCILER / MIKE ESPOSITO INKER / DIANA ALBERS LETTERER / JULIANNA FERRITER COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER CHIEF

PUTTING ON A SUPER-HERO SUIT MUST TURN A GUY INTO A LIVING, BREATHING *MAGNET* FOR DANGER! THOSE WEIRD CRAFTS... NEVER SEEN ANYTHING LIKE 'EM--

--BUT FROM THE WAY MY SPIDER-SENSE IS JANGLING, THEY CAN'T BE UP TO ANY GOOD!

HEY! ONE OF THEM JUST FIRED OFF A MISSLE!

I DON'T KNOW THE GOOD GUYS FROM THE BAD GUYS HERE--

--BUT EVEN SO, I CAN'T LET THAT BABY HIT ITS TARGET!

YOWWW!

MAN! THIS IS GETTING TO BE A HABIT! MY SPIDER-POWERS KEPT THE ROCKET FROM RIPPING ME OFF THE WALL...

...BUT ITS MOMENTUM RIPPED THE *WALL* RIGHT OUT FROM UNDER MY FEET!*

KRAKK

I'LL LET THE DEBRIS DROP SAFELY TO THAT ROOF BELOW...

...THEN FIGURE OUT WHAT THE HECK I'M GONNA DO NEXT!

2

*IT HAPPENED IN AMAZING SPIDER-MAN # 257, TOO--DANNY.

MY WEIGHT PULLED THE MISSLE OFF COURSE--

--IT MISSED THE CRAFT IT WAS AIMED FOR! NOW THINK, SPIDEY! WHAT ARE YOUR OPTIONS?

I CAN'T JUST DROP OFF AND LET IT HIT SOME SKYSCRAPER... A LOT OF PEOPLE COULD BE KILLED OR HURT!

MAYBE BY TWISTING AROUND, I CAN CHANGE THE ANGLE OF ITS FLIGHT AND ROUGHLY STEER IT...

...BUT WHAT GOOD DOES *THAT* DO?

THE WAY IT'S CARREEN-ING, IT'S GONNA HIT SOME-- THING ANY SECOND --AND I CAN'T STOP IT!

HOW DO I GET MYSELF *INTO* THESE SITU-ATIONS?

NOT FAR AWAY, IN HIS NEW LOFT APARTMENT, JOHNNY STORM PONDERS A SITUATION OF SOME-WHAT LESS URGENCY...

IT'S TAKING ME FOREVER TO GET ALL MY JUNK MOVED OVER FROM THE BAXTER BUILDING.

MAYBE SUBCONSCIOUSLY I'VE BEEN DRAGGING MY FEET... BECAUSE THIS IS SUCH A BIG CHANGE FOR ME.

THE FANTASTIC FOUR HAS HAD SO MANY SHAKE-UPS LATELY-- SUE AND REED MOVING TO THEIR OWN PLACE... BEN LEAVING... THE SHE-HULK JOINING...

...AND OF COURSE, SUE LOSING HER BABY.

UP

I GUESS PART OF ME WOULD LIKE TO GO BACK TO THE "GOOD OL' DAYS," WHEN IT SEEMED THE FOUR OF US WOULD ALWAYS STAY TOGETHER--

--BUT DEEP INSIDE I KNOW I'M READY FOR THIS CHANGE... AND READY TO HAVE A LIFE OUTSIDE OF BEING THE HUMAN TORCH!

3

WHILE...

I'VE GOT THE MISSLE STEERED TOWARDS THAT WATER-TANK NOW...NO...GOTTA PULL MORE TO THE LEFT!

IF I CAN JUST HIT IT, AT LEAST NOBODY WILL GET HURT...EXCEPT MAYBE--

--ME!

UGGG!

BAKOOOM

WHAT WAS THAT-- SPIDER-MAN!

FLAME ON!

THE WALL-CRAWLER'S STUNNED... AND HE'S FALLING!

HEY, WEBHEAD--LOOK ALIVE! THIS IS A HECK OF A PLACE FOR AN AFTERNOON NAP!

UNNHH...TORCH? TH-THANKS, PAL!

NOW I *KNOW* SPIDEY IS SHAKEN UP--HE DIDN'T EVEN COME BACK WITH ONE OF HIS USUAL WISECRACKS!

4

WHAT'S GOING ON? ISN'T DESTROYING PRIVATE PROPERTY A LITTLE OUT OF YOUR LINE?

IT WASN'T ME, MATCH-HEAD-- LOOK!

KBLOOOM

SOME KIND OF AERIAL DOGFIGHT-- RIGHT OVER THE CITY!

AND ONE OF THE SHIPS HAS JUST DONE THE RED BARON NUMBER ON THE OTHER ONE!

THE SHIP'S FALLING--BURSTING INTO FLAME! MAYBE I CAN SAVE WHOEVER'S INSIDE!

THWIP

GO TO IT, TORCHY!

GOT TO ABSORB ALL THE FLAMES AS FAST AS I CAN!

IT MAY ALREADY BE TOO LATE TO SAVE THE OCCUPANTS-- BUT I'VE GOT TO TRY!

ONLY ONE GUY INSIDE! HE'S HURT AWFULLY BAD... BUT I THINK HE'S STILL BREATHING!

WEBHEAD! THE FALLING SHIP--!

" IT'S HEADED RIGHT TOWARDS THAT COUPLE BELOW!"

OHMILORD--!

HELP! SOMEBODY-- HELP!

5

RELAX, FOLKS...JUST PRETEND YOU'RE ON A NEW DISNEYLAND RIDE--

--THE FLYING SPIDER-COASTER!

KRUMP

I'M TAKING OFF, SPIDEY! THIS MAN NEEDS HOSPI-TILIZATION FAST!

NO PROBLEM... EVERYTHING IS UNDER CONTROL HERE!

WOW! THE TORCH CAN SURE MOVE WHEN HE WANTS TO! I JUST HOPE HE'S FAST ENOUGH TO SAVE THAT GUY!

NO POINT IN ME GOING AFTER THE OTHER SHIP...

...IT'S ALMOST OUT OF SIGHT ALREADY! I WONDER WHAT THAT WAS ALL ABOUT?

WELL, NOTHING MORE I CAN DO HERE--AND IT'S JUST AS WELL, IN A WAY.

I'VE GOT ENOUGH PROBLEMS OF MY OWN TO LAST ME INTO THE NEXT CENTURY!

WHATEVER'S GOING ON, THE TORCH AND THE REST OF THE F.F. ARE MORE THAN WELCOME TO HANDLE IT!

IT'S FUNNY...THAT FLAMING FREAK AND I TRADE INSULTS ALMOST EVERY TIME WE SEE EACH OTHER--

6

--BUT WHEN THE CHIPS ARE DOWN, OL' TORCHY IS A FRIEND WHO CAN BE COUNTED ON!

LIKE JUST RECENTLY WHEN I WAS HAVING TROUBLE WITH MY NEW COSTUME!*

*AS SEEN IN AMAZING-SPIDER-MAN # 258--DANNY.

"IT WAS ACTING SO STRANGE, I FINALLY WENT TO REED RICHARDS TO HAVE HIM EXAMINE IT...

"... AND TORCH WAS RIGHT ON HAND TO HELP OUT!

"BOY... I STILL GET THE CREEPS WHEN I THINK OF WHAT REED DISCOVERED--THAT MY NEW COSTUME WAS ACTUALLY *ALIVE!*

"THAT IT WAS SOME ALIEN LIFE-FORM FROM SOMEWHERE WAY OUT IN SPACE!

"AND THAT THE THING WAS BE-COMING SYMBIOTICALLY LINKED WITH ME... LIVING OFF ME IN "EXCHANGE" FOR OBEYING MY MENTAL COMMANDS.

"AND WORSE--WHEN IT REALIZED I WANTED TO BE RID OF IT--IT REFUSED TO LET ME TAKE IT OFF!

"AT LEAST NOT UNTIL REED ZAPPED IT WITH ONE OF HIS HANDY-DANDY GADGETS--

"--WHICH MADE IT PEEL OFF ME LIKE THE SKIN OF A GRAPEFRUIT!

"THAT RICHARDS IS SOME KIND OF GENIUS! HE EVEN HAD A CONTAINMENT DEVICE...

"... SO HE COULD HOLD THE COSTUME FOR FURTHER STUDY!

"STILL, I WOULD HAVE BEEN ONE EMBARRASSED WEB-SLINGER GOING HOME--

"--IF TORCH HADN'T LENT ME ONE OF HIS OLD F.F. UNIFORMS.

"I SHOULD HAVE KNOWN HE'D DO HIS BEST TO EMBARRASS ME ANYWAY!

KICK ME

"I JUST DIDN'T THINK HE'D FIND *TWO* WAYS TO DO IT!"

7

CAN'T GET TOO MAD AT THE HUMAN MATCH-STICK, THOUGH. IN SPITE OF OUR RIBBING, HE'S DONE A LOT FOR ME, EVEN WHEN I WAS BACK IN HIGH SCHOOL.

BOY, SEEMS LIKE YESTERDAY.

IT WAS EARLY IN MY SPIDER-MAN CAREER, AND I HAD JUST BEEN HANDED MY FIRST BIG DEFEAT FROM DOC OCK!

I WAS READY TO PACK IT IN AND FORGET ABOUT THE SUPER HERO BIZ FOR GOOD!

BUT THE TORCH WAS SPEAKING AT OUR ASSEMBLY--AND I'LL NEVER FORGET WHAT HE SAID. HE TOLD US NOT TO GET DISCOURAGED WHEN THINGS GOT TOUGH!

NEVER SAY DIE, HE SAID...DON'T GIVE UP... AND I FELT LIKE HE WAS TALKING RIGHT TO ME!*

*WOULD YOU BELIEVE IT HAPPENED IN *AMAZING SPIDER-MAN* #3? --DANNY.

HIS SPEECH CONVINCED ME TO TAKE ON DOC OCK AGAIN...AND WIN!

NOK NOK

THAT'S WHY--EH? SOMEONE AT THE DOOR?

PETER PARKER?

YES?

I HOPE I'M NOT INCONVEN-IENCING YOU...

UH, NO NOT REALLY...

I AM MR. ABBOTT OF THE *WORLD PEACE ASSOCIATION*, AND I HAVE A PROPOSITION THAT MAY INTEREST YOU.

LOOK, IF YOU'RE AFTER SOME CONTRIBUTION--

OH, NO... IT'S NOT MONEY WE WANT!

WE'VE HEARD OF YOUR GREAT GIFTS IN SCIENCE, AND WANT TO INVITE YOU TO JOIN OUR SPECIAL PEACE-PROJECT!

SOMETHING'S WRONG! MY SPIDER-SENSE IS GOING CRAZY! WHAT'S THIS GUY UP TO?

8

WE OFFER A RARE OPPORTUNITY...A CHANCE TO EXERCISE YOUR SCIENTIFIC TALENTS, IN RESEARCH THAT WILL HELP ALL OF MANKIND--

--AS WELL AS BRING GREAT BENEFITS FOR YOURSELF!

YEAH...SOUNDS PRETTY GOOD! I'D LIKE--WAIT A MINUTE! WHAT'S WRONG WITH ME?

HOW CAN I BE BUYING WHAT THIS JOKER IS SAYING SO READILY?

H-HE'S USING SOME WEIRD HYPNOTIC INFLUENCE OVER ME--*THAT'S* WHAT MY SPIDER-SENSE WAS WARNING ME OF! GOT TO FIGHT IT!

YOU COME HIGHLY RECOMMENDED, PETER, FROM AN OLD CLASSMATE OF YOURS--STEVE HOPKINS!

STEVE?

STEVE IS ONE OF US...WON'T YOU JOIN US, TOO? COME WITH ME NOW, PETER...

...THE CAUSE OF WORLD PEACE NEEDS YOU!

IT'S UNCANNY! IF IT WEREN'T FOR THE WARNING OF MY SPIDER-SENSE, I'D BE CAUGHT RIGHT UP IN HIS SPELL!

BUT FOR STEVE'S SAKE I'VE GOT TO PLAY ALONG UNTIL I FIND OUT JUST WHAT HIS GAME REALLY IS!

UH...JUST LET ME GET DRESSED!

ACROSS TOWN, AT AN EAST SIDE HOSPITAL...

AMBULANCE

TORCH, ABOUT THE MAN YOU BROUGHT IN...I'M AFRAID I HAVE BAD NEWS.

EMERGENCY PARKING ONLY

HIS INTERNAL INJURIES ARE QUITE SEVERE--WE DON'T EXPECT HIM TO SURVIVE.

HE IS CONSCIOUS NOW, THOUGH, AND ASKING TO SPEAK TO YOU!

THANKS, DOC!

THE ROOM IS THICK WITH THE ANTISEPTIC SMELL OF ALL HOSPITALS...AND WITH THE SOBERING PRESENCE OF APPROACHING DEATH...

TORCH...≥*COUGH!*≤...THEY TOLD ME YOU TRIED TO SAVE ME! I-I WANTED TO THANK YOU...

...AND TO WARN YOU...

9

LISTEN CAREFULLY...ME --AND THE GUYS WHO SHOT ME DOWN-- W-WE'RE AGENTS FOR A SUPER-CRIMINAL... A GUY WHO CALLS HIMSELF THE BLACK ABBOTT.

I HAD PULLED GUARD DUTY OUT ON HIS HIDDEN ISLAND BASE--

"--WHEN I WAS BITTEN BY A POISONOUS SNAKE. SEE, I'VE BEEN SCARED OF SNAKES ALL MY LIFE...AND MAYBE IT WAS THAT FEAR--

"-- OR MAYBE IT WAS THE POISON IN MY SYSTEM, BUT WHILE I WAS BEING TREATED IN THE INFIRMARY--

"-- SOMETHING IN MY MIND SEEMED TO CLEAR!

"I REALIZED I'D BEEN UNDER SOME KIND OF BRAINWASHING TO OBEY THE ABBOTT-- AND I WANTED OUT!"

"I SNUCK INTO THE HANGAR--STOLE ONE OF HIS JET-CRAFT..."

...BUT THE ABBOTT SENT OTHER AGENTS AFTER ME...AND-- WELL, YOU KNOW WHAT HAPPENED!

TORCH...THE ABBOT PLANS SOME KIND OF BIG RAID ON RYKER'S ISLAND PRISON! YOU GOTTA STOP HIM! LISTEN...

SOMETIME LATER, SOME MILES OFF THE COAST OF NEW JERSEY, AT AN ISOLATED ISLAND BASE...

HERE, GENTLEMEN, IN OUR UNDERGROUND COMPLEX, YOU WILL BEGIN YOUR GREAT WORK! I REALIZE ITS LOCATION IS SOMEWHAT REMOTE...

...BUT EVEN THE CAUSE OF WORLD PEACE HAS ITS ENEMIES! THIS WAY, MY FRIENDS!

A TWO-YEAR-OLD WOULDN'T FALL FOR THIS! BUT THE OTHER GUYS RECRUITED ALONG WITH ME ARE FOLLOWING ALONG LIKE SHEEP!

IT SEEMS LIKE THE LONGER SOMEONE IS NEAR THIS WEIRDO, THE MORE CONTROL HE HAS OVER THEM--

--AND THE MORE OF HIS LIES THEY CAN SWALLOW WITHOUT BATTING AN EYE!

HERE IN THIS LAB, YOUR COMBINED KNOWLEDGE WILL HELP TO COMPLETE A DEVICE TO BRING PEACE TO OUR TROUBLED WORLD.

I WILL LEAVE YOU NOW, FOR OUR OTHER SCIENTISTS TO AQUAINT YOU WITH THE WORK!

10

BUT ONCE OUT OF SIGHT OF HIS NEW RECRUITS, THE BODY OF THE SMOOTH-TONGUED MR. ABBOTT ABRUPTLY BEGINS TO SHIMMER AND CHANGE--

--AS HE ABANDONS HIS DISGUISE, SACRIFICING THE ILLUSION OF HAVING TWO ARMS, TO RESUME HIS TRUE FORM ...

...THAT OF THE ONE-ARMED BLACK ABBOTT!*

THE SECURITY OF MY BASE COULD HAVE BEEN COMPROMISED BY THE NEAR-ESCAPE OF THE AGENT WHO OVERCAME HIS BRAINWASH!

DESPITE THE PRESEN È OF THE *OTHER* HERE, IT IS GOOD I HAVE RETURNED!

INSIDE THE LAB...

STEVE! STEVE HOPKINS! THEN YOU *ARE* WORKING HERE!

PETE, MAN, IT'S GREAT TO SEE YOU! I'M SO GLAD YOU DECIDED TO JOIN US! YOU WON'T REGRET IT!

WHAT WE'RE DOING HERE IS SOMETHING THAT WILL BENEFIT NOT ONLY OUR OWN LIVES, BUT ALL GENERATIONS TO COME!

EH... EXACTLY WHAT IS THIS PROJECT, STEVE?

ALL I KNOW IS THAT THIS DEVICE WE'RE BUILDING... IT'S THE KEY TO WORLD PEACE! MR. ABBOTT SAYS SO!

HE'S AS BRAINWASHED AS THE OTHERS--HYPNOTIZED INTO BELIEVING THAT RIDICULOUS LINE! BUT WHAT'S BEHIND ALL THIS?

WHILE...

THAT WAS SOME WEIRD STORY THAT GUY TOLD ME...

BUT IT LOOKS LIKE HE WAS ON THE LEVEL...

THERE'S THE ISLAND BASE EXACTLY AS HE DESCRIBED IT...

...WITH THE GUARD ON DUTY RIGHT WHERE HE SAID HE'D BE!

OR AT LEAST HE WAS!

UGGG!

HE WON'T BE ALERTING ANYONE TO MY PRESENCE!

11

*THE BLACK ABBOTT LOST HIS RIGHT ARM IN BATTLE WITH SPIDER-MAN AND NOMAD LAST ISSUE -- DANNY.

BUT THE ARRIVAL OF THE TORCH HAS **NOT** GONE UNDETECTED...

AS I FEARED...SOMEHOW MY ERRING AGENT MUST HAVE SURVIVED AND ALERTED THE TORCH!

BUT HE SHALL REPENT COMING HERE ALONE! HE'LL BE NO MATCH FOR MY POWERS OF MIND-OVER-MATTER!

AND...

NOW WHAT'S MY NEXT MOVE? DO I BURN MY WAY IN ALONE... OR GO GET-- WHAT IN BLAZES?!?

QUICK! WHILE THE MASTER HAS HIM TRAPPED! HIT HIM WITH THE STUN-BLASTS!

UNHHH!

NGGG...IT'S LIKE A TIDAL-WAVE OF DIRT-- SMOTHERING MY FLAME!

YOU HAVE DONE WELL, MY SONS! NOW BRING THE UNBELIEVER TO ME--THAT I MAY ADMINISTER CORRECTION!

AT THE SAME TIME, IN THE MAIN LAB, PETER PARKER TRIES TO MAKE SENSE OF THINGS...

FROM THE LOOKS OF THIS SCHEMATIC, THE DEVICE THEY'RE WORKING ON IS SOME KIND OF MASSIVE ENERGY AMPLIFIER!

AND IT'S NEARLY COMPLETE--EXCEPT FOR A FAULTY POWER SURGE FLOW THAT IS ERRATIC WHEN USED AT HIGH LEVELS!

THAT'S ONE OF THE PROBLEMS THEY BROUGHT THE REST OF US IN TO WORK ON.

12

I'VE LEARNED ALL I CAN HERE... NEED TO GET AWAY AND DO SOME SNIFFING AROUND!

THIS LITTLE HOT-WIRING JOB SHOULD CAUSE A POWER FEED-BACK IN THE CONTROL CONSOLE...

...AND WITH ANY LUCK--

HEY! LOOK OUT! WE'RE GETTING AN OVERLOAD!

THOOM

PERFECT! NOW WHILE EVERYONE'S DISTRACTED, I CAN SLIP OUT RIGHT OVER THEIR HEADS!

ELSEWHERE IN THE COMPLEX...

THAT'S RIGHT, MY SONS... WAKE HIM UP, SO THAT I CAN USE THIS DEVICE TO TEACH HIM THE FOLLY OF HIS SINS AGAINST ME!

WHAP!

LORD ABBOTT, THOSE OF US IN YOUR INNER CIRCLE KNOW YOU POSSESS A HYPNOTIC MIND-CONTROL POWER--WHY NOT SIMPLY USE IT TO OVERCOME THE TORCH?

BECAUSE MY POWER IS INEFFECTIVE AGAINST ONE WHO ACTIVELY RESISTS IT, AS HE DOES.

THIS DEVICE, HOWEVER, AN EXPERIMENTAL PROTOTYPE OF THE LARGER DEVICE MY SCIENTISTISTS ARE AT WORK ON--

--WILL AMPLIFY MY MIND-CONTROL POWER, ENABLING ME TO TOTALLY OVERWHELM THE TORCH, RENDERING HIM INCAPABLE OF DEFIANCE!

ELSEWHERE...

THIS PLACE IS A LOT BIGGER THAN I EXPECTED... AND BUILT LIKE A FORTRESS!

BUT I STILL HAVEN'T FOUND ANY CLUES TO WHAT'S REALLY GOING ON HERE!

CURITY NITORS

HMMM... A MONITOR ROOM! MAYBE --HEY! ON THAT SCREEN--

--IT'S THE GUY I FOUGHT BEFORE-- THE BLACK ABBOTT!

AND HE-- HE'S BLASTING THE HUMAN TORCH WITH SOME WEIRD DEVICE! I'VE GOTTA DO SOMETHING!

13

I DON'T HAVE TIME TO WALTZ AROUND WITH YOU, BINKY! YOU'RE GONNA TELL ME WHERE THAT ROOM THEY'RE HOLDING THE TORCH IS--

WHA--?!?

THWIP

--BECAUSE OTHERWISE, AFTER I GET THROUGH WITH YOU, YOUR DENTIST BILL IS GONNA LOOK LIKE THE NATIONAL DEBT!

I... UH... I-I...

IT IS DONE! THE TORCH HAS NO WILL LEFT TO RESIST OR TO INTERFERE WITH OUR PLANS TO ATTACK RYKER'S ISLAND--AND FREE THE CONVICTS TO JOIN OUR GROWING ARMY!

ONLY MEN LIKE THE CONVICTS THERE CAN BE INFLUENCED TO COMMIT ACTIONS INVOLVING VIOLENCE AND MURDER!

TRY TO MIND CONTROL A NORMAL PERSON THAT FAR, AND IT WOULD TURN HIM INTO A WALKING VEGETABLE, OF NO USE TO ME!

BUT THE CONVICTS WILL BECOME MY ENFORCERS, INCREASING MY POWERS... BECAUSE THE MORE MEN I CONTROL, THE MORE MY MENTAL POWERS *GROW!*

AND ONCE THE FULL-SIZE AMPLIFIER IS COMPLETED BY MY SCIENTISTS, IT WILL HAVE A RANGE GREAT ENOUGH TO BLANKET A SMALL CITY--POWERED BY THE EXTRA MENTAL STRENGTH I WILL ABSORB FROM THE CONVICTS!

AND, THUS, EVEN THOSE WHO I CANNOT BRING UNDER MY CONTROL WILL HAVE THEIR WILLS SAPPED BY MY DEVICE, MAKING THEM POWERLESS TO RESIST ME--AS THE TORCH IS LIVING PROOF!

NOW, TAKE HIM AWAY. WE CAN USE HIM LATER FOR FURTHER EXPERIMENTATION...OR AS A BARGAINING CHIP, IF NEED BE.

THAT GUY WAS TOO BRAINWASHED TO ANSWER MY QUESTIONS--BUT THE DIAGRAM KEY TO THE MONITOR SCREENS GAVE ME THE LAYOUT TO THE WHOLE BASE!

THE ROOM WHERE TORCH IS SHOULD BE JUST AROUND THE CORNER!

14

BUT WILL I BE IN TIME TO--WOAH! THERE HE IS NOW!

THEY MUST BE TAKING HIM SOMEWHERE TO LOCK HIM UP! BUT WHY DOESN'T HE JUST FLAME ON AND ZAP THEM?

UNLESS... MAYBE HE CAN'T!

WHAT'S THE MATTER, TORCH? HAS YOUR FLAME GROWN AS FEEBLE AS YOUR PERSONALITY?

NAH...CAN'T BE THAT BAD--OR YOU'D BE A WALKING *ICE-CUBE!*

HI, GUYS.

BYE, GUYS.

HUH? WHY THE BIG STONEFACE? WASN'T I EVEN A *LITTLE* FUNNY? WHAT'S WRONG?

IT'S... NO USE, SPIDER-MAN! THERE'S NO...HOPE! NO WAY... TO OVERCOME THE BLACK ABBOTT. USELESS... TO TRY...

OH, BOY! SO THAT'S IT! SOMEHOW THE ABBOTT HAS CRUSHED HIS SPIRIT... MADE HIM UNABLE TO FIGHT BACK!

I'VE GOT TO TRY AND SNAP HIM OUT OF IT--BRING HIM BACK TO HIS OL' FIRE-EATING SELF!

I'VE ALWAYS BEEN GOOD AT GETTING UNDER THE TORCH'S SKIN... MAYBE IF I CAN MAKE HIM *MAD* ENOUGH--HE'LL FIGHT BACK--OVERCOME HIS INERTIA!

TORCH...

...YOU KNOW WHAT YOU ARE, FLAME-BRAIN? YOU'RE A LOUSY, GUTLESS, WHINING *QUITTER!*

WHAT A SWELL-HEADED, PHONEY SHOWOFF *YOU* TURNED OUT TO BE!

WHAT'SAMATTER, TORCHIE? SCARED OF THE BIG, BLACK BOGEYMAN? I BET YOU SLEEP WITH A NITE-LITE, TOO!

NYAHH! NYAHH! BIGSHOT SUPER HERO! WITHOUT YOUR PARTNERS, YOU'RE NOTHING BUT A CRYBABY COWARD! DOES THE SHE-HULK TUCK YOU IN AT NIGHT?

15

INSTEAD OF THE HUMAN TORCH, YOU OUGHT TO CALL YOURSELF THE FLAMING *WIMP!*

I THINK IT'S WORKING... I SAW A FLICKER OF ANGER IN HIS EYES JUST THEN!

YOU'RE A JOKE, STORM. AFTER THE BATTLE ON THE BEYONDERS WORLD,* WE ALL VOTED YOU M.U.P.-- THE MOST *USELESS* PLAYER AWARD!

NO WONDER THE THING DECIDED NOT TO COME BACK TO EARTH-- IF HE HAD TO HANG AROUND A JERK LIKE YOU.

*IN THE SECRET WARS LIMITED SERIES--DANNY.

I'M GETTING *THROUGH!* C'MON, SPIDEY... WHAT'S THE MOST OB-NOXIOUS, TASTELESS THING YOU CAN THINK OF TO HIT HIM WITH?

YEAH, AND IT'S A GOOD THING YOUR SISTER LOST HER BABY! ANY KID WHO HAD TO GROW UP WITH *YOU* FOR AN UNCLE IS BETTER OFF--

WH-WHAT?!? WHAT DID YOU SAY?

Y-YOU... DIRTY...

I'M GONNA SHUT YOUR FLAPPIN' MOUTH, MISTER! YOU'VE GONE TOO *FAR!*

THAT DID IT! HE'S FIGHTING MAD!

AND I DON'T BLAME HIM! I ALMOST HATE MYSELF FOR THAT LAST REMARK... BUT AT LEAST IT WORKED!

NOW I JUST GOTTA COOL HIM DOWN-- BEFORE HE ROASTS ME ALIVE!

TORCH-- WAIT! I APOLOGIZE! LET ME EXPLAIN!

JOHNNY, PLEASE-- LISTEN!

IT TAKES SEVERAL MINUTES FOR THE OUTRAGED TORCH TO CALM DOWN, EVEN ONCE HE HAS HEARD SPIDER-MAN'S STORY...

I-I GUESS I SHOULD THANK YOU, WEBHEAD-- ALTHOUGH I STILL FEEL LIKE KNOCKING YOUR BLOCK OFF!

BUT WE'VE GOT TO WORK TOGETHER, NOW! THE BLACK ABBOTT IS PLANNING A BIG RAID ON RYKER'S ISLAND PRISON--

16

--AND WE'VE GOT TO STOP HIM!

I'VE ALREADY SEEN THE LAYOUT OF THIS PLACE, TORCH, SO MAY I SUGGEST--

"THAT WE CHECK OUT THE HANGAR AREA FIRST?"

TO YOUR SHIPS, MY SONS... AND REMEMBER YOUR ATTACK SEQUENCES!

ONCE YOU HAVE BREACHED THE PRISON'S DEFENSES, OUR ARMORED TRANSPORT SHIP WILL BE READY TO PICK UP THE ESCAPING PRISONERS!

ATTACK SQUAD A WILL THEN BE RESPONSIBLE FOR HANDLING THE PRISON GUARDS WITH GAS BOMBS AND ROCKETS...

...WHILE SQUAD B FLIES A DEFENSIVE PERIMITER TO WATCH FOR OUTSIDE INTER-FERENCE AND ACT AS A REPLACEMENT UNIT!

YOU ARE TO BE MY ANGELS... BRINGING LIBERTY TO THE CAPTIVES!

WORK WITH DEVASTATING SWIFTNESS, CAPITAL-IZING ON THE SURPRISE EFFECT YOUR ATTACK WILL HAVE!

YOU MEAN-- LIKE THIS?

WHAT--? THE TORCH--?! HE'S DESTROYING THE SHIPS!

SSSSSSS

AND DON'T FORGET ME, BLACKIE! I--!

YEOW! THAT'S HOT! THE TORCH'S FLAME MUST HAVE EXPLODED A GAS TANK.

SPIDER-MAN, TOO! WHERE DID HE COME FROM?!

IT WOULD BE FOOLHARDY TO FACE BOTH OF THEM MYSELF. I MUST CONTACT THE OTHER--

HEY, DON'T GO! THE FUN'S JUST STARTING!

CAN'T LET HIM GET AWAY.

I'VE DIS-ABLED MOST OF THE SMALLER CRAFT--

--BUT NOW THE BIG SHIP'S TAKEN OFF, AND *THAT'S* A TOY THE ABBOTT SHOULD HAVE TAKEN OFF HIS LIST OF APPROVED PLAYTHINGS!

I CAN'T JUST MELT IT OUT OF THE SKY-- THAT WOULD KILL EVERY-ONE ON BOARD!

BUT THERE'S NOTHING TO STOP ME FROM BURNING THROUGH THE HULL!

AND IT'S MORE SATISFYING TO ACTUALLY PUNCH SOMEBODY, ANYWAY!

WHAMP!

LOOK OUT!

UGGG!

I GUESS I'M STILL STEAMED FROM THE THINGS SPIDEY SAID TO ME! I KNOW IT WAS IN A GOOD CAUSE--

--BUT HE SURE GOT TO ME! AND THESE JERKS JUST GOT ELECTED TO BE THE ONES I TAKE IT OUT ON!

NOTHIN' LIKE A FLAME-CAGE TO MAKE SURE YOU STAY OUT OF TROUBLE, HUH, GUYS?

YET, IN HIS ANGER, THE TORCH BECOMES MOMENTARILY CARELESS. AND...

I GOT 'IM! THE INDUSTRIAL FIRE-EXTINGUISHER IS PUTTIN' OUT HIS FLAME!

SPOOSH!

UHMPHH!

JOE--PUT THE SHIP ON AUTOMATIC PILOT AND GET OVER HERE TO HELP ME!

WHILE...

OKAY--THAT'S FAR ENOUGH, ABBOTT!

SPIDER-MAN! SO YOU OVERCAME MY MEN EVEN MORE QUICKLY THAN I EXPECTED!

18

VERY WELL THEN...YOU HAVE ME. YOU ARE VICTORIOUS. THERE IS NO NEED FOR FURTHER HEROICS. REMAIN WHERE YOU ARE -- I WILL COME TO YOU.

HE'S RIGHT... IF HE'S GIVING UP, WHY SHOULD I KNOCK MYSELF OUT TO-- *WOAH!*

H-HE'S USING THE SAME HYPNOTIC POWER ON ME I FELT BEFORE --TRYING TO GET ME TO STAY STILL!

BUT MY SPIDER-SENSE IS GOING WILD! THERE'S DANGER BEHIND ME, TOO!

HUH? WHAT IN--? THERE'S *TWO* OF YOU?!?

DODGED AWAY JUST IN TIME--!

HIS TOUCH CRUMBLED THE DEVICE I WAS PERCHED ON INTO ASH!

AHHH...DON'T TELL ME...HE'S THE BLACK *ABBOTT*...SO YOU MUST BE HIS PARTNER-- BLACK *COSTELLO*, RIGHT?

YOUR TRANSGRESSIONS AGAINST ME MOUNT WITH EACH PASSING MOMENT, SPIDER-MAN! YOU CAUSED THE LOSS OF MY ARM--*

--YOU HAVE INTERFERED WITH MY MISSION--AND NOW YOU BLASPHEME MY NAME WITH MOCKERY!

*ACTUALLY, THE ABBOTT BROUGHT THAT MISFORTUNE ON HIMSELF--DANNY.

YOUR SINS MUST BE PURGED--

AGGGHH!!

--IN THE FIRES OF MY PSYCHIC MIND-BOLT!

SPIDER-MAN WRITHES WITH AN AGONY GREATER THAN HE HAS EVER KNOWN, AS HIS MIND SEEMS TO EXPLODE INTO A BILLION SPLINTERS OF WHITE HOT PAIN...

HE STRUGGLES VALIANTLY TO REMAIN CONSCIOUS, BUT IT IS A BATTLE HE IS SLOWLY LOSING...

WHILE ON BOARD THE SHIP...

HOLD 'IM, GUYS! JUST HOLD HIM A FEW SECONDS AND THE HUMAN TORCH WILL NEVER BOTHER US AGAIN!

KLUNK

UNGGG!

HOLD ME? YOU GOTTA BE KIDDIN', MISTER!

EVEN WITHOUT MY FLAME I'VE HAD ENOUGH COMBAT TRAINING TO HANDLE CREEPS LIKE YOU WITH MY EYES SHUT!

AND BELIEVE ME, IT'S A PLEASURE!

OOOOF!

HERE--A TASTE OF YOUR OWN MEDICINE OUGHTTA TAKE THE FIGHT OUT OF THE LAST TWO OF YOU UNTIL I CAN SEND THE LOT OF YOU PACKING!

GLOOMPH!

GLUG!

20

MINUTES LATER...

BON VOYAGE, SUCKERS!

THAT'S THE LAST OF 'EM... I'LL RADIO THE COAST GUARD TO PICK 'EM UP AFTER I TAKE CARE OF BUSINESS HERE!

'CAUSE NOW THAT I'VE GOT THIS GUNK CLEANED OFF ME, I CAN FLAME ON AGAIN--

--AND REALLY LET LOOSE, DESTROYING THIS EMPTY BUCKET OF BOLTS WITH A NEAR-NOVA BLAST!

MAN, IT SURE FEELS GOOD TO JUST LET MYSELF GO LIKE THIS!

BUT SPIDER-MAN IS FEELING ANYTHING BUT GOOD AT THE MOMENT...

THE ARMORED TRANSPORT SHIP JUST BLINKED OFF THE RADAR TRACKING SCREEN! THE TORCH MUST HAVE SUCCEEDED IN DESTROYING IT!

MY PLAN IS RUINED...AND THE TORCH WILL BE RETURNING SOON-- POSSIBLY WITH THE REST OF THE FANTASTIC FOUR!

I'VE GOT TO PREPARE THIS BASE FOR EVACUATION-- DISASSEMBLE THE DEVICE MY SCIENTISTS ARE WORKING ON, AND MOVE IT TO A SAFER LOCATION!

FORTUNATELY, ONLY *ONE* IS NEEDED TO STAY AND FINISH SPIDER-MAN!

I DON'T WISH TO SLAY YOU, SPIDER-MAN-- WHICH A CONTINUED BOMBARDMENT OF MY PSYCHIC BOLT WOULD SURELY DO--

DANGER

--FOR YOUR BODY COULD PROVE VALUABLE TO ME...ONCE I HAVE WIPED YOUR MIND CLEAN AS A BLANK SLATE!

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BUT THAT WILL TAKE MONTHS OF INTENSE TREATMENT... SO FOR THE MOMENT I WILL MERELY USE MY PROTOTYPE MIND-CONTROL AMPLIFIER--

--AND DESTROY YOUR WILL TO FIGHT AGAINST ME!

AL-ALMOST OUT! C'MON SPIDEY-- WHERE'S THAT OLD NEVER SAY DIE SPIRIT? GOTTA ST-STAY CONSCIOUS!

H-HE'S GONNA DO THE SAME THING TO ME THAT HE DID TO THE TORCH WITH THAT MACHINE, AND I CAN'T--

WAIT A MINUTE--! WHAT DID HE CALL THAT CONTRAPTION? A PROTOTYPE *AMPLIFIER*? SURE!

IT'S GOTTA BE A MODEL OF THE ENERGY AMPLIFIER STEVE AND THE OTHERS ARE WORKING ON!

AND, IF SO, IT'LL HAVE THE SAME PROBLEM WITH THE POWER SURGE FLOW THAT I SPOTTED IN THE SCHEMATIC OF THE OTHER DEVICE!

THWIP

IF... I CAN KICK THAT POWER DIAL... UP TO ITS HIGHTEST LEVEL... MAYBE...

DANGER

WAIT! WHAT ARE YOU--

YAAARRGGHH!

DID BETTER... THAN I HOPED! FEEDBACK... FINISHED HIM!

NOW I GOTTA... GET UP! GO... AFTER... OTHER... GOTTA...

UNHHHH!

WHUMP

22

IT IS SOMETIME LATER BEFORE SPIDER-MAN REGAINS CONSCIOUSNESS...

HEY SPIDEY-- YOU OKAY, PAL?

TORCH! QUICK! WE'VE GOT TO--

RELAX! I'VE ALREADY BEEN THROUGH THIS BASE WITH A FINE TOOTH COMB! EVERYTHING'S GONE!

NOTHING HERE BUT A FEW CONFUSED KIDS WHO GOT LEFT BEHIND... AND OF COURSE THE BLACK ABBOTT HIMSELF!

KIDS? THEN MAYBE-- NO, NONE OF THEM IS STEVE! HE MUST HAVE GONE WITH THE OTHER BLACK ABBOTT!

WHAT HAPPENED, SPIDEY?

THERE WERE TWO OF THEM, TORCH--*TWO* BLACK ABBOTTS...

...ONLY WHEN THEY TALKED, IT WAS LIKE THEY WERE SOMEHOW BOTH THE SAME GUY! THERE'S A LOT MORE TO THIS CHARACTER THAN I SUSPECTED!

AT LEAST YOU GOT ONE OF THEM! AND I GUESS I OWE YOU SOME THANKS...

THE BLACK ABBOTT HAD ME ALL READY TO GIVE UP--TO QUIT--UNTIL YOU SNAPPED ME OUT OF IT!

FORGET IT, TORCH... I OWED YOU THAT! YOU DID THE SAME THING FOR ME ONCE...

...A LONG, LONG TIME AGO!

HUH?

AND WHILE THE TORCH PUZZLES OVER SPIDER-MAN'S REMARK, IN A HIDDEN BASE MANY MILES AWAY, A SINISTER FIGURE BROODS...

ANOTHER SETBACK... THIS TIME A MAJOR ONE!

FIRST THE LOSS OF AN ARM--AND NOW A WHOLE BODY CAPTURED BECAUSE OF SPIDER-MAN!

IT IS OBVIOUS I HAVE NOT TAKEN ADEQUATE PRECAUTIONS TO GUARD AGAINST INTERFERENCE FROM SUCH SUPER-POWERED ADVERSARIES.

BUT I HAVE OTHER ARMS... OTHER BODIES... AND OTHER PLANS! AND WITH THEM, I SHALL OVERCOME ALL WHO STAND AGAINST ME!

FOR THE DAY OF THE BLACK ABBOTT IS AT HAND!

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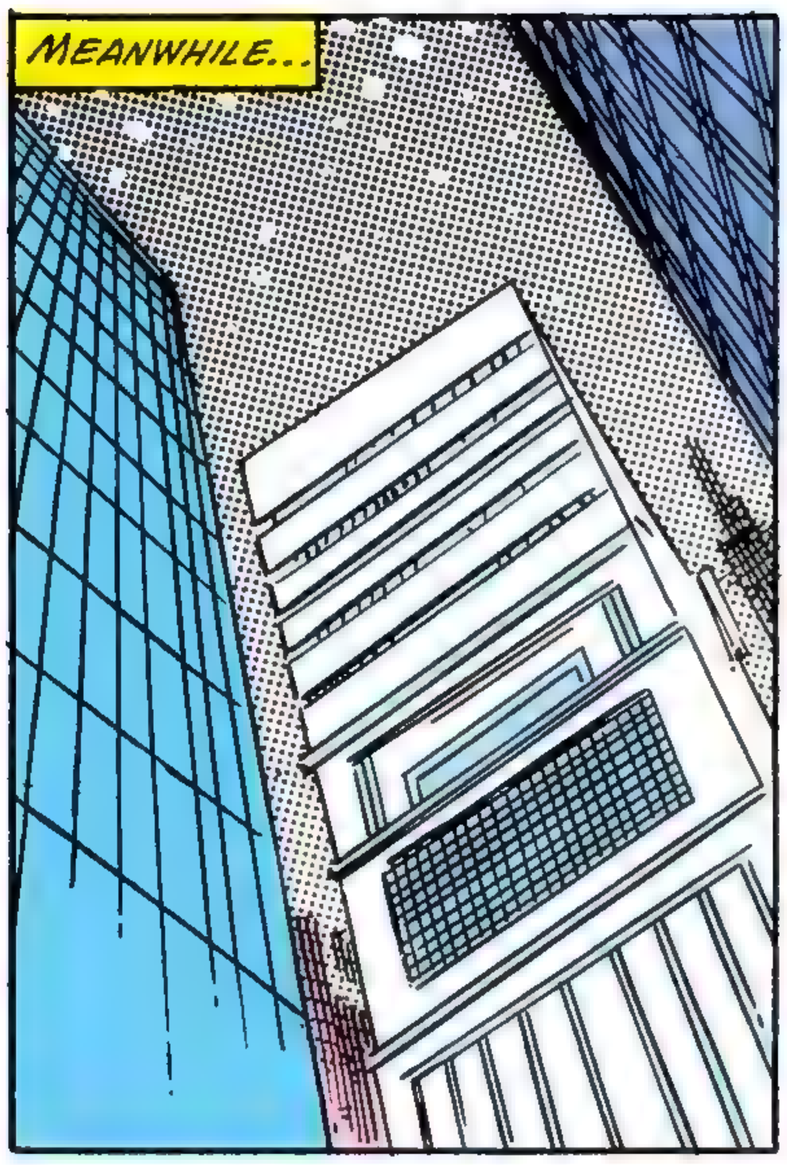

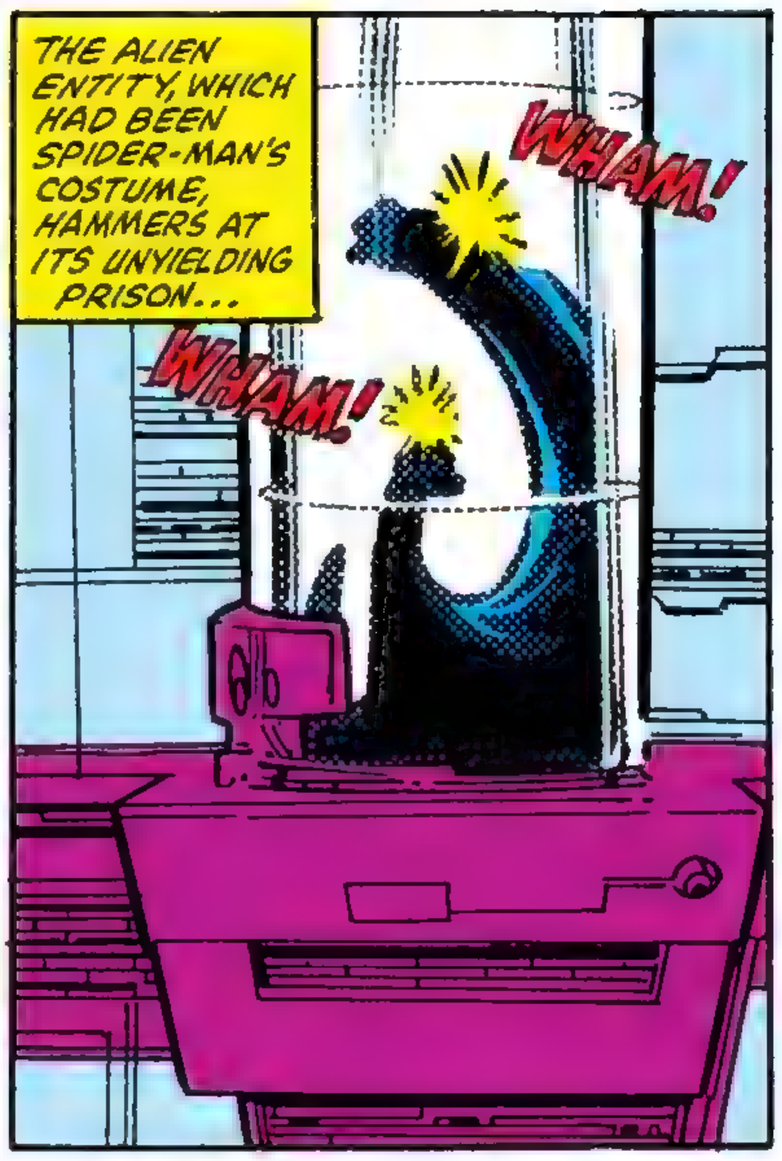

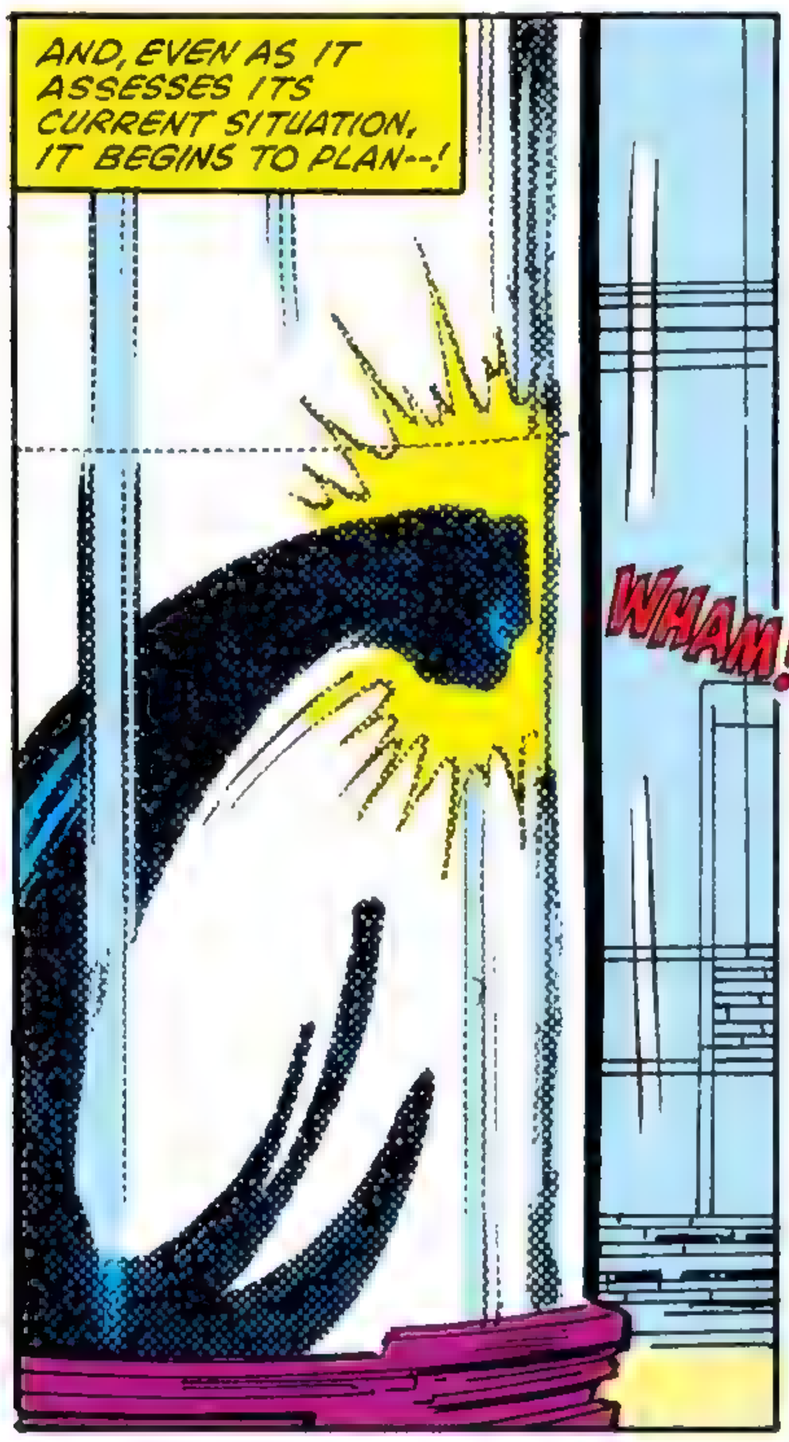

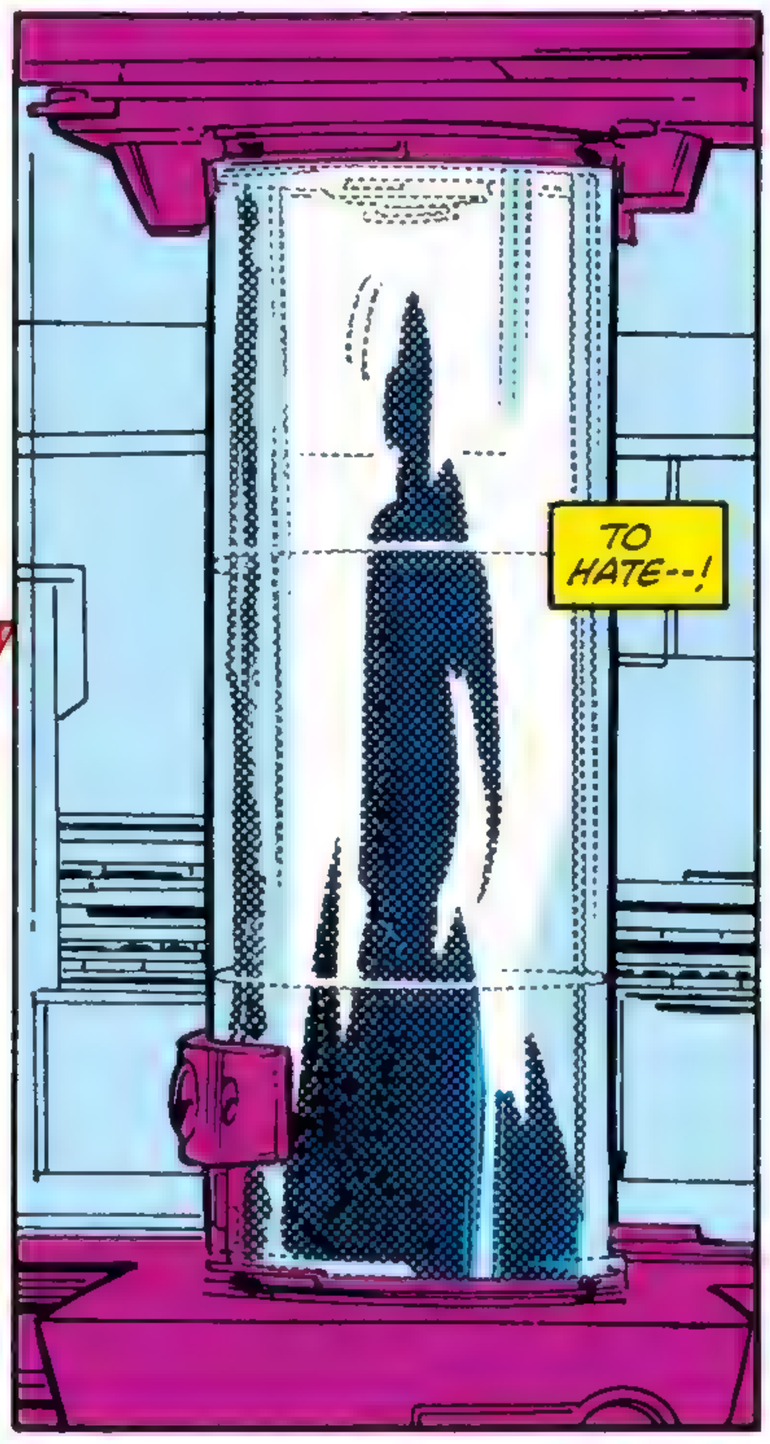

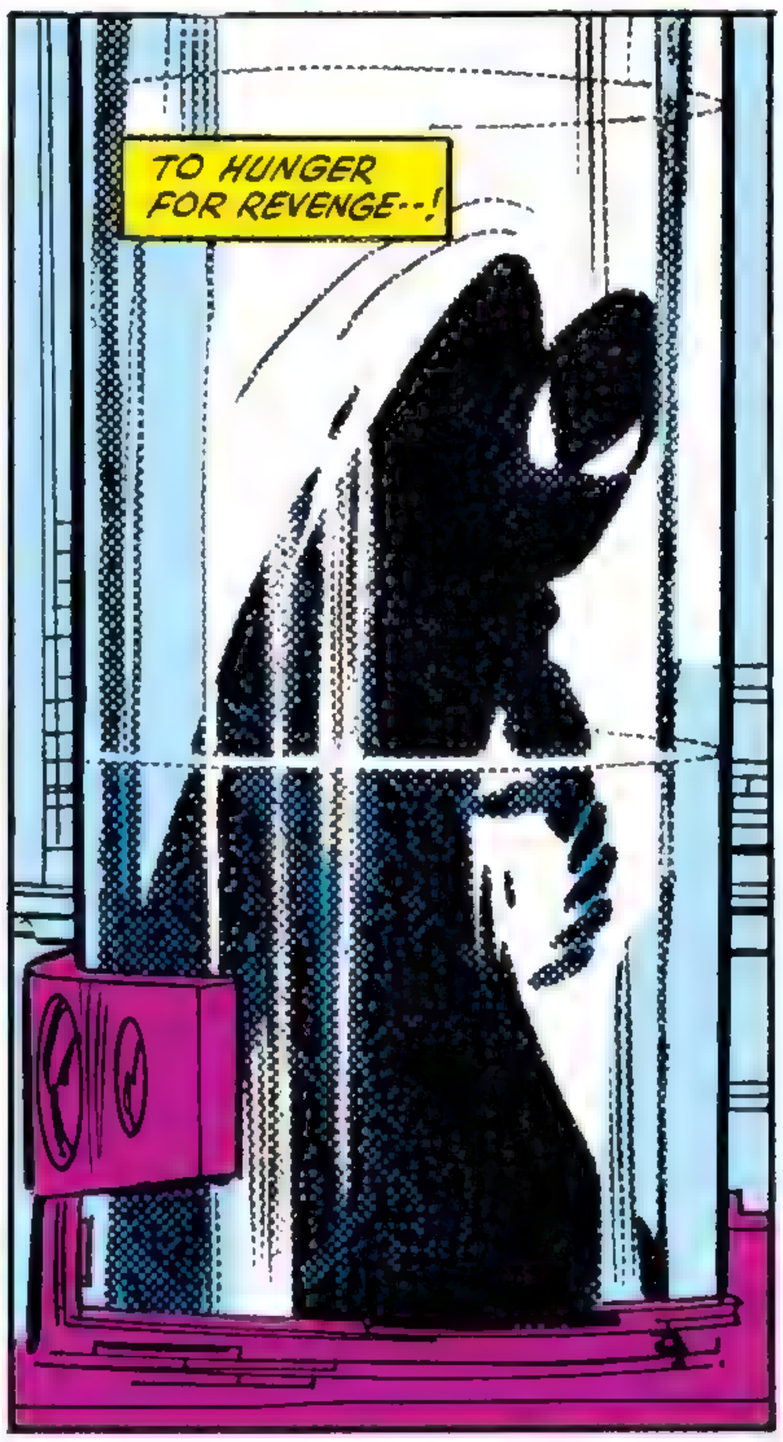

NEXT: THE SECRETS OF THE **BLACK ABBOTT(S)** ARE REVEALED AS THE MADMAN TAKES ON **SPIDER-MAN** AND THE MIGHTY **THOR!**

DO NOT MISS:

"A CHILD SHALL LEAD THEM!"

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APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP®

SPIDER-MAN®

AND

the mighty THOR®

MILGROM

EYES NARROW BEHIND A COLORFUL MASK AS THEY BEHOLD A CRIME IN PROGRESS IN THIS ALLEY ON MANHATTAN'S UPPER WEST SIDE...

WITH A GRIM RESOLVE, A CAPED FIGURE STEPS FORWARD...

ELVIS LIVES

CALL 911

DONNA LA RUE

STRAY CATS

YO MOMMA

OKAY, GUYS-- CUT IT OUT! YOU'RE DEFACING PRIVATE PROPERTY!

WHAT IN--? WILL YOU LOOK AT THAT JERK?

WHAT A DOPE!

OH, MAMA, I CAN'T *BELIEVE* THIS SUCKER! GRAB 'IM!

HEY! WAIT!

LOOK--IT'S TONY!

NO! DON'T!

WHATSAMATTER YOU BIG, BAD SUPER-DUDE? WHY DONTCHA BLOW US AWAY WITH A SUPER-SNEEZE?

HA HA HA HA

HA HA HA HA

HERE, SUPER-*FOOL*! YOU FORGOT SOMETHIN'!

WHAT A MAROON!

HE RUNS IN BITTER SHAME AND GRIEF, TRYING TO ESCAPE THE MOCKING LAUGHTER BEHIND HIM...

YET, LONG AFTER HE IS OUT OF EARSHOT, THE TAUNTS STILL SEEM TO ECHO--TO PURSUE HIM...

HE WANTED TO FOLLOW IN THE FOOTSTEPS OF NOMAD, THE HERO WHO SAVED HIS LIFE...*

*IN MTU # 146--DANNY.

...AND HIS FAILURE IS BITTER. HE WISHES THE GROUND WOULD SWALLOW HIM UP, TO COVER HIS SHAME AND IGNOMINY...

THE GROUND...WAS COVERING SOME RUSTED METAL.

I'VE FALLEN THROUGH...

...TO... WHERE?

V-VOICES...?

CAUTIOUSLY, HE CRAWLS THE LENGTH OF THE ODD METAL TUNNEL AND PEERS THROUGH THE GRATING...

SHIPS ARE FUELED AND READY! REMEMBER WHAT THE MASTER SAID!

RIGHT! IF WE CAN'T BRING THE TARGET BACK ALIVE--WE KILL HIM!

WITH WIDE EYES, TONY WATCHES AS THE HARD-FACED MEN ENTER THEIR STRANGE CRAFT...

THERE IS A WHINING RUSH OF AIR THAT BUILDS IN PITCH AND TEMPO, AND SUDDENLY THE SHIPS WHISK AWAY THROUGH ANOTHER TUNNEL --

--BOUND ON THEIR SINISTER MISSION...

2

Stan Lee PRESENTS :

CARY BURKETT, WRITER * GREG LAROCQUE, ARTIST
MIKE ESPOSITO, INKER * DIANA ALBERS, LETTERER
GEORGE ROUSSOS, COLORIST * DANNY FINGEROTH, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

THE METROPOLITAN HOSPITAL IS NOT A USUAL HANGOUT FOR THE AMAZING SPIDER-MAN... YET THIS DAY FINDS HIM PROWLING ITS STERILE CORRIDORS--WITH A DEFINITE PURPOSE...

THAT'S THE ROOM WHERE THEY'VE BEEN HOLDING THE ***BLACK ABBOTT.*** HE WAS INJURED PRETTY BADLY WHEN THAT MIND CONTROL DEVICE HE TRIED TO ZAP ME WITH BACKFIRED.

I'VE GOTTA FIND OUT--AND IF STEVE'S STILL UNDER THE MIND CONTROL OF THIS NEW BLACK ABBOTT, FIND SOME WAY TO FREE HIM!

POOR STEVE VANISHED AFTER THE HUMAN TORCH AND I SQUASHED THE ABBOTT'S PLAN TO RAID RYKER'S ISLAND!* I FIGURE HE DISAPPEARED WITH THAT SECOND BLACK ABBOTT WHO POPPED UP OUT OF NOWHERE.

BUT I'VE GOTTA SNEAK PAST THOSE GUARDS AND TALK TO HIM! HE'S THE ONLY LEAD I HAVE TO TRACKING DOWN STEVE HOPKINS!

A CHILD SHALL LEAD THEM!

*A CLEVERLY DISGUISED RUN-DOWN OF LAST ISSUE--DANNY.

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HEY... MAYBE THIS IS MY CHANCE! THE NURSE IS GOING INTO HIS ROOM!

NEED HELP, JUNE? THIS GUY'S SUPPOSED TO BE PRETTY DANGEROUS!

HE WON'T GIVE ME ANY TROUBLE-- ESPECIALLY NOT WITH YOU TWO HERE!

I'VE GOTTA DISTRACT THE GUARDS ATTENTION FROM THE DOOR LONG ENOUGH TO SLIP IN!

WHICH MAY NOT BE EASY, THE WAY THEY'RE OGLING THAT NURSE!

THAP

HAH! PERFECT! MY HANDY-DANDY WEB-BALL SET THE MEDICINE CART ROLLING!

WHA--? HEY GRAB THAT CART!

WHAT IN SAM HILL MADE IT TAKE OFF LIKE THAT?

WOULDN'T YOU BE SURPRISED?

QUIETLY, SPIDEY... QUIETLY! DON'T ALERT THE LADY!

YOU SEE, I TOLD YOU! NOTHING TO--

NOW WHY DID THEY MOVE DOWN THE HALL? DO I NEED TO CHANGE MY MOUTHWASH?

I'LL FIGURE OUT HOW TO SNEAK *OUT* OF HERE LATER--AND THIS TRAY WILL MAKE SURE I DON'T GET INTERRUPTED!

THERE! IT'S WEDGED TIGHTLY IN THE DOOR FRAME.

BOY... LYING THERE HE SURE DOESN'T LOOK LIKE A GUY WHO WAS SUCH A DEADLY ENEMY!

MAYBE THIS WASN'T SUCH A BRIGHT IDEA! HOW CAN I QUESTION HIM IF HE'S ASLEEP?

4

BUT THAT PROBLEM IS ABOUT TO BECOME ACADEMIC, FOR, OUTSIDE...

THE MASTER HAS PIN-POINTED THE ROOM OUR TARGET IS IN--FIRE MISSLE ONE!

MY SPIDER-SENSE JUST WENT OFF LIKE AN ALARM CLOCK! WHAT--?

OH *CRIPES!*

IT'S TWO OF THE BLACK ABBOTT'S AIRFLEET--AND THEY'RE FIRING RIGHT AT US!!

NEVER A MOMENT'S REST! IF I CAN PROP THIS BUREAU UP AS A SHIELD--!

HOLY COW!

BAKOOOM

ARE THOSE GUYS TRYING TO *RESCUE* THEIR BOSS--

--OR TO *KILL* HIM?

YET, AT A BUILDING SITE NOT FAR AWAY, OTHER EYES ARE DRAWN TO THE SOUND OF THE EXPLOSION...

THOSE OF SIGURD JARLSON, CONSTRUCTION WORKER...

KNOWN MORE WIDELY THROUGH-OUT THE WORLD IN HIS OTHER GUISE--

KRABOOM

THAT OF THE MIGHTY THOR!

BY YMIR'S SKULL! THE STRANGE SHIPS DARE ATTACK THE HOSPITAL COMPLEX! ALREADY ONE HAS OPENED A HOLE IN THE WALL...

...AND THE SECOND NOW FIRES UPON THE APPROACHING GUARDS!

YET THIS IS ONE MISSLE--

KBLOOM

--WHICH SHALL NEVER FIND A TARGET!

IT'S THOR! LET'S GET OUTTA HERE, CHARLIE!

SORRY, CHARLIE...

SKRAAKK

THEY SHALL BE NO FURTHER THREAT! YET WHAT OF THEIR FELLOWS IN THE OTHER CRAFT?

THEY MUST BE INSIDE THE PRISON BY NOW!

AND SPEAKING OF WHICH...

OKAY, HOLD IT RIGHT--IT'S SPIDER-MAN!

I DON'T KNOW WHAT YOUR GAME IS, WEB-SLINGER, BUT YOU'D BETTER GET YOUR HANDS UP--*NOW!*

MY GAME? *MY* GAME? I CAN'T BELIEVE THIS! I'LL PUT UP MY HANDS ALL RIGHT--

--HOW'S THIS? OH--NOT WHAT YOU HAD IN MIND?

FAP

WHAT TRANSPIRES HERE, SPIDER-MAN?

THAT VOICE...THERE'S ONLY ONE GUY I KNOW WHO SOUNDS LIKE HE'S GOT MUSCLES EVEN IN HIS VOCAL CORDS--*THOR!*

THWIP

THWAP

THESE TRIGGER HAPPY JERKS ARE BLAMING *ME* FOR THE ATTACK, THUNDER GOD!

7

DESPITE SPIDER-MAN'S OFT-ABRASIVE MANNER, MY FRIENDS, I KNOW HIM TO BE A MAN OF HONOR! THE TWO VARLETS ON THE FLOOR ARE THE REAL VILLIANS--

--DOUBTLESS DEFEATED BY THE VERY MAN YOU SOUGHT TO BLAME! IT WOULD SEEM YOU OWE HIM AN APOLOGY!

UH... WELL... IF--IF *YOU* SAY SO THOR!

GEE... THANKS! YOUR SINCERITY OVERWHELMS ME!

PLEASE...! YOU MUST HELP ME! THAT WAS ONLY THE FIRST ATTACK!

THERE WILL BE MORE-- UNTIL HE SUCCEEDS IN KILLING ME!

YOU'RE AWAKE! BUT WHO'S TRYING TO KILL YOU?

HE IS HARDLY EVEN A MAN ANYMORE... HE IS MORE LIKE A *FORCE*-- A FORCE OF LIVING EVIL WITH POWER BEYOND COMPREHENSION!

HE CALLS HIMSELF THE BLACK ABBOTT!

HUH?

WHAT ARE YOU TRYING TO PULL, MISTER? *YOU'RE* THE BLACK ABBOTT!

I FOUGHT YOU MYSELF-- I SAW YOU LOSE YOUR ARM!/*

IN MTU # 146--DANNY.

TRUE... YET I AM NOT THE BLACK ABBOTT! I AM--OR *WAS*--MERELY ONE OF HIS BLACK APOSTLES!

"I SEE YOU DOUBT ME... LET ME EXPLAIN! ONCE I WAS A MEMBER OF AN ANCIENT, SECRET ORDER-- THE MONKS OF DAKOTH-KURU...

"WE WORSHIPPED NO GOD... BUT SOUGHT ENLIGHTENMENT THROUGH THE USE OF SECRET MEDITATION TECHNIQUES ENHANCED BY POWERFUL HERBAL POTIONS...

"THROUGH YEARS OF THIS PROCESS, WE WERE ABLE TO UNLOCK THE UNUSED CAPABILITIES OF THE HUMAN BRAIN. WHERE MOST PEOPLE USE BARELY FIVE PERCENT OF THE BRAIN'S POTENTIAL--

"--WE LEARNED HOW TO EMPLOY AND CONTROL CLOSE TO THE FULL ONE-HUNDRED PERCENT!

8

"THUS WE GAINED TREMENDOUS MENTAL POWERS--ABILITIES TO INFLUENCE THE PHYSICAL WORLD AROUND US, INCLUDING A LIMITED ABILITY TO BEND *SPACE* ITSELF!

"THE BLACK ABBOTT WAS THEN ONE OF OUR ORDER--WHO DISCOVERED THAT HIS MIND COULD ACTUALLY FEED OFF THE BRAIN-ENERGIES OF THE OTHER MONKS...

"SOMETHING HE BEGAN TO DO SECRETLY, UNDETECTED BY ANY OF US.

"THE PROCESS ALSO SAPPED OUR WILLS, SO THAT GRADUALLY WE BEGAN TO FALL MORE AND MORE UNDER HIS DOMINATION...

"EVENTUALLY, HE POSSESSED US ENTIRELY, SEEING THROUGH OUR EYES, SPEAKING THROUGH OUR MOUTHS, AND USING OUR SPECIAL POWERS FOR HIS OWN PURPOSES...

"WE BECAME MERE SHELLS--TWELVE BODIES WITH INCREDIBLE POWERS, ALL INHABITED SIMULTANEOUSLY BY ONE INTELLIGENCE...

"YET THE BLACK ABBOTT HUNGERED FOR MORE POWER--AND SENT US OUT TO ALL PARTS OF THE WORLD AS EXTENSIONS OF HIMSELF--

"--TO CONDUCT SCHEMES DESIGNED TO FILL THAT HUNGER..."

I-I WAS PART OF THAT... UNTIL THE ACCIDENT WITH THE MIND-MACHINE* SOMEHOW FREED ME FROM THE BLACK ABBOTT'S POSSESSION!

NOW HE WILL DO ALL... ALL IN HIS POWER... TO KILL ME! YOU MUST... MUST PROTECT ME! PLEASE... PROTECT... PROTECT...

DON'T PASS OUT AGAIN, MISTER! THERE'S A LOT MORE I WANT TO--

* LAST ISSUE--DANNY.

9

I'M AFRAID, GENTLEMEN, THAT ANY FURTHER QUESTIONS WILL HAVE TO WAIT! THIS MAN NEEDS REST!

YOU'LL HAVE TO WAIT UNTIL TOMORROW TO SPEAK TO HIM AGAIN!

'TIS UNFORTUNATE! WE MIGHT HAVE LEARNED MUCH THAT COULD BE USEFUL-- IF INDEED HIS TALE IS TRUE!

WHAT DO YOU THINK, SPIDER-MAN?

WELL, ONE THING'S FOR SURE--

--HE WASN'T TRYING TO USE HIS HYPNOTIC POWERS ON US! MY SPIDER-SENSE WOULD HAVE ALERTED ME LIKE IT DID LAST TIME HE TRIED.*

AND JUDGING FROM THE *OTHER* BLACK ABBOTT I SAW, I'M INCLINED TO BELIEVE HIS STORY!

BUT I STILL DIDN'T LEARN ANYTHING ABOUT WHERE STEVE MIGHT BE!

*LAST ISSUE --D.

IF SUCH IS THE CASE, THEN THIS MAN IS MORE *VICTIM* THAN VILLAIN... AND DESERVES THE PROTECTION HE ASKED OF US!

WITH YOUR PERMISSION, DOCTOR, I SHALL STAND VIGIL BESIDE HIM UNTIL HE WAKES--TO SEE THAT NO HARM BEFALLS HIM THIS NIGHT!

WELL... UH... CERTAINLY, THOR!

WELL, I'VE GOT A FEW THINGS TO DO BETWEEN NOW AND TOMORROW--

--BUT I'LL BE BACK! I... EH... I'VE GOT A PERSONAL INTEREST IN THIS, THOR! I'D LIKE TO BE ON HAND BEFORE YOU QUESTION HIM AGAIN!

YOU HAVE EARNED THE RIGHT, SPIDER-MAN! I SHALL SEE THE GUARDS ARE ALERTED TO YOUR RETURN!

AND ALSO MAKE A CALL TO COVER SIGURD JARLSON'S ABSENCE FROM HIS JOB!

10

THE BAXTER BUILDING, HEADQUARTERS OF THE FANTASTIC FOUR!

INSIDE ONE OF THE MANY LABORATORIES THAT CROWD THIS MANHATTAN LANDMARK, AN ALIEN ENTITY BATTERS AT THE WALL OF ITS UNBREAKABLE PRISON...

WHAM

WHAM

BUT THEN...

THIS WAY, JOHNNY--! I'M SURE THOSE HAMMERING SOUNDS WERE COMING FROM THIS ROOM!

THE XENO-BIO LAB?!

GEE, THERE'S NOTHING ALIVE IN HERE... EXCEPT FOR SPIDER-MAN'S COSTUME!

HIS "COSTUME"--?!

YEAH. I GUESS YOU HAVEN'T THE STORY, YET!

SPIDER-MAN BROUGHT THIS ALIEN CREATURE BACK WITH HIM FROM THE BEYONDER'S PLANET! *

IT'S SOME KIND OF *SYMBIOTE*-- BUT THAT BIG WEBHEADED JERK WAS WEARING IT AS A COSTUME!

LUCKILY, REED DISCOVERED THAT IT WAS ALIVE-- BEFORE IT COULD PERMANENTLY GRAFT ITSELF TO SPIDEY'S BODY!*

*IN AMAZING SPIDER-MAN #258 -- DANNY.

* SEE THE MARVEL SUPER HEROES **SECRET WARS** LIMITED SERIES -- DANNY.

THAT SOUNDS... HORRIBLE!

BUT, I CAN'T HELP FEELING SORRY FOR THIS POOR CREATURE! IT MUST BE TERRIFIED-- ALL ALONE AND CAGED ON A STRANGE PLANET!

I WOULDN'T WASTE MY SYMPATHY ON IT, ALICIA! IT'S TRICKY-- BUT I DOUBT IT'S CAPABLE OF INTELLIGENT THOUGHT!

BUT, YOU CAN'T BE SURE OF THAT, JOHNNY...

... CAN YOU?

11

SOME HOURS LATER, IN WHAT WAS ONCE BOTH SEMINARY AND MONASTERY FOR A RELIGIOUS ORDER, THE TRUE BLACK ABBOTT HOLDS COLD AUDIENCE--WITH HIMSELF...

MY AGENTS' REPORT BLAMES THE FAILURE OF MY LAST MISSION UPON THE APPEARANCE OF THOR!

AND FURTHER REPORTS FROM MY SPIES SAY THAT THOR REMAINS AT THE HOSPITAL--GUARDIAN OF MY PRODIGAL BODY!

THOR...THOR... IN THE PAST I'VE OFTEN TOYED WITH AN IDEA INVOLVING THIS SO-CALLED GOD...

...WHICH WOULD MAKE HIS BODY MY *OWN* STEPPING-STONE TO GODHOOD! NOW... I HAVE AN OPPORTUNITY TO MAKE THAT IDEA A REALITY!

YET, HE IS TOO POWERFUL TO TAKE CHANCES WITH! I SHALL NEED THE STRENGTH OF A NUMBER OF MY APOSTLES!

THE THOUGHTS OF THE BLACK ABBOTT ARE ECHOED IMMEDIATELY IN THE BODIES OF HIS BLACK APOSTLES, AND THROUGHOUT THE WORLD--

--IN LONDON...

...PARIS...

...WASHINGTON D.C...

...CENTRAL AMERICA--AND OTHER LOCATIONS--

--THEY POSTPONE THEIR INDIVIDUAL SCHEMES AND PREPARE JET-CRAFT TO JOURNEY TO MANHATTAN...

AND WITHIN SEVERAL HOURS...

SOME OF MY APOSTLES ARE ENGAGED IN OPERATIONS TOO DELICATE TO DISRUPT--SUCH AS THE TWO IN THE MIDDLE EAST!

YET THESE SEVEN SHOULD BE SUFFICIENT! NOW I MUST COMBINE MY STRENGTH WITH THEIRS--TO ACCOMPLISH WHAT I ALONE COULD NOT!

12

EARLY MORNING--IN A BASEMENT ROOM IN THE PRISON HOSPITAL, WHERE THE INJURED BLACK APOSTLE HAS BEEN RELOCATED...

OH GOSH! OH GOSH! STEADY, GIRL, STEADY! IT--IT'S REALLY *HIM!* WHEN THEY TOLD ME THOR WAS DOWN HERE, I COULD HARDLY BELIEVE IT!

HE'S EVEN BIGGER THAN HIS PICTURES MAKE HIM LOOK... AND WHAT A *HUNK!* COME ON, KNEES... QUIT SHAKING!

UH...AH...MISTER THOR...? THEY SENT ME--THAT IS, THEY THOUGHT MAYBE... UH...WOULD YOU CARE FOR A CUP OF C-COFFEE?

MMMM? NO THANK YOU, MISS. I DO NOT...

SUDDENLY...

EEEYAHHH!

NO! NO! PLEASE...! DON'T LET THEM--! NOOOOO!

BY THE BEARD OF ODIN!

CALM YOURSELF, MAN! IT IS JUST SOME FEVERED NIGHTMARE THAT FRIGHTENS YOU!

NIGHTMARE--? ≥*GASP!*≤ I ONLY WISH IT WERE! NO... I-IT'S *HIM*-- THE BLACK ABBOTT! EVEN IN MY SLEEP, I SENSED HIM MASSING HIS POWER--

--PREPARING AN EVIL BEYOND IMAGINING! YOU... YOU MUST STOP HIM! LET ME GUIDE YOU--TAKE YOU TO HIM!

AYE, THEN! WHEN SPIDER-MAN ARRIVES WE WILL BOTH GO WITH YOU.

NO! NO! YOU CAN'T IMAGINE HOW DESPERATE THINGS ARE! THE DANGER GROWS EVERY SECOND WE DELAY! WE MUST GO AT ONCE!

13

SPURRED BY THE URGENCY IN THE INJURED APOSTLE'S MANNER, THE THUNDER GOD USES HIS AVENGERS PRIORITY TO GAIN CUSTODY OF THE PRISONER, AND AFTER A QUICK FLIGHT...

THERE, THOR! THAT OLD SEMINARY IS THE STRONGHOLD OF THE BLACK ABBOTT!

HURRY! PLEASE... *HURRY!* I CAN SENSE HIS EVIL POWER GROWING!

THE PLACE IS QUIET--YET SOMEHOW FILLED WITH A SINISTER FOREBODING! HAVE YOU ANY GUESS AS TO THE NATURE OF THIS GREAT EVIL THE ABBOTT PLANS?

YES... I BELIEVE I DO! SIMPLY PUT--

--HE PLANS YOUR END!

UNGHH! WHAT BASE TREACHERY--?!?

BUT EVEN YOU HAVE NOT THE POWER TO DEFEAT A GOD!

MORE APOSTLES STEP FROM HIDING--*UGGG!*--TO JOIN YOUR CRAVEN ATTACK!

'TWAS ALL A TRICK THEN--YOU WERE NEVER FREE FROM THE ABBOTT'S CONTROL AT ALL! UNHHH!

THERE YOU ARE WRONG, THUNDER GOD! MY INJURED APOSTLE DID, INDEED, BRIEFLY SUCCEED IN WALKING HIS OWN WILLFUL WAY--

GGGNNGGG...!

--YET, IN THE THE NIGHT, I USED THE COMBINED POWER GIVEN ME BY SEVERAL OF MY BODIES TO REGAIN MY CONTROL--

--AND BRING HIM BACK INTO THE FOLD... AND LAY THIS TRAP FOR YOU!

14

HIS POWER IS BEYOND BELIEF--ANYONE ELSE WOULD HAVE FALLEN IMMEDIATELY FROM THIS PSYCHIC MIND-BOLT ASSAULT!

YOU WILL FIND THAT THE GOD OF THUNDER MAKES DIFFICULT PREY, EVIL ONE!

AT LAST! HE HURLS HIS HAMMER, JUST AS I HOPED!

I MUST FOCUS THE ENERGIES OF ALL MY BODIES NOW--

--TO BEND THE FABRIC OF SPACE ITSELF INTO A WIDE ARC--

--SO THAT THE VICTIM OF THOR'S HAMMER--

"--WILL BE THE THUNDER GOD HIMSELF!"

BWAM

WUNGHH!

AS I SURMISED, NOT EVEN THOR COULD STAND UP TO A BLOW FROM HIS OWN HAMMER!

NOW, QUICKLY, I MUST CARRY HIM INTO THE PREPARED CHAMBER!

THE STORIES I HAVE HEARD ARE TRUE... NO ONE BUT THOR CAN LIFT THIS ENCHANTED HAMMER!

BUT SOON, I SHALL HAVE *THAT* POWER AS WELL!

15

MINUTES LATER...

DESPITE THE INTERFERENCE OF THE TORCH AND SPIDER-MAN, I MANAGED TO RELOCATE THE MIND-CONTROL AMPLIFIER FROM MY ISLAND BASE!

I SHALL KEEP TWO BODIES HERE AT ALL TIMES, CONTINUALLY BOMBARDING THOR WITH ITS WILL-SAPPING ENERGIES!

THE COMPLETE PROCESS WILL TAKE MONTHS... BUT EVENTUALLY, THOR'S MIND WILL BE TOTALLY WIPED CLEAN!

THEN MY MIND SHALL ENTER AND POSSESS HIS IMMORTAL BODY--

--AND I SHALL ASCEND THE THRONE OF GODHOOD!

A SHORT WHILE LATER, BACK AT THE HOSPITAL...

YOU MEAN THEY BOTH LEFT? HOW DO YOU LIKE THAT? AFTER THOR PROMISED ME! WELL... UH... DID THEY SAY WHERE THEY WERE GOING?

I THINK THE PRISONER MENTIONED SOMETHING ABOUT THE UPPER WEST SIDE... BUT THAT'S ALL I HEARD!

SWIFTLY, SPIDER-MAN MAKES HIS WAY TO THE NEIGHBORHOOD IN QUESTION...

BOY... IF I DO MANAGE TO FIND THEM, I'M GONNA GIVE THOR A PIECE OF MY MIND!

I MEAN, IF YOU CAN'T TRUST *HIM*, WHO *CAN* YOU TRUST?

BUT, AFTER A FUTILE HOUR OF WEB-SLINGING...

I JUST REALIZED... THIS IS THE SAME NEIGHBORHOOD WHERE I FIRST RAN INTO THE BLACK ABBOTT! MAYBE--*WOAH!* I'M BEING ATTACKED--

--BY A GARBAGE CAN LID?

LOOK, KID, YOU'D BETTER WATCH WHERE-- HEY! IT'S TONY-- THE KID NOMAD AND I RESCUED!*

SPIDER-MAN! BOY, AM I GLAD I SAW YOU! YOU GOTTA LISTEN--!

* *IN MTU #146 --DANNY.*

16

I SAW IT YESTERDAY --BUT NOBODY WOULD BELIEVE ME! BUT I REALLY DID SEE IT!

SEE WHAT, TONY? WHAT DID YOU SEE?

A-- A KINDA TUNNEL--WHERE THESE GUYS IN WEIRD JETS WERE TAKIN' OFF-- GOING TO *KILL* SOMEBODY!

WEIRD JETS? QUICK, TONY--SHOW ME WHERE IT IS!

SHORTLY...

THAT'S IT, SPIDER-MAN! THAT HOLE OVER THERE!

IT'S A HIDDEN AIR-SHAFT... AND THE WAY TONY DESCRIBED THOSE AIRCRAFT, THEY COULD BELONG TO THE ABBOTT!

THIS THING COULD LEAD TO HIS BASE!

BUT IF IT DOES--AND HE'S AS DANGEROUS AS I WAS TOLD-- IT MAY TAKE MORE THAN ME TO STOP HIM! I NEED BACK-UP HELP...IN CASE I FAIL!

TONY...CALL THE AVENGERS AND THE F.F. AND TELL THEM ABOUT THIS PLACE-- AND THAT I'M GOING IN!

IF THE F.F. DOUBT YOU, TELL 'EM TORCH AND I HAVE A SECRET MEETING PLACE AT THE STATUE OF LIBERTY! NO ONE ELSE KNOWS THAT-- IT'LL CONVINCE 'EM YOUR CALL IS REAL!

AND REMIND THE AVENGERS THAT I TRIED TO JOIN THEM AND SNUCK ALONG WHEN THEY FOUGHT THE LAVA MEN RECENTLY! THAT WAY THEY'LL KNOW YOU'RE ON THE LEVEL!

BUT, IN HIS EXCITEMENT YOUNG TONY GETS HIS INSTRUCTIONS SOMEWHAT MUDDLED...

...I'M TELLIN' THE TRUTH, MISTER! HOW ELSE WOULD I KNOW ABOUT THE SECRET MEETING PLACE?

NOW

YOUNG MAN, SPIDER-MAN HAS *NEVER* HELD SECRET MEETINGS WITH THE AVENGERS AT THE STATUE OF LIBERTY OR ANYWHERE ELSE!

=SIGH=... WHY DO THE AVENGERS GARNER SO MANY PRANK CALLS FROM CHILDREN?

HE-HE DIDN'T BELIEVE ME! GOTTA TRY THE F.F.!

1 2 3 4 5 6 7 9 #

I'M SORRY, SIR... BUT I DO NOT UNDERSTAND YOUR MESSAGE. THERE IS NO RECORD OF SPIDER-MAN EVER FIGHTING THE LAVA MEN WITH THE FANTASTIC FOUR!

I WILL RECORD YOUR CALL, BUT I CANNOT GIVE IT EMERGENCY PRIORITY!

17

B-BUT--!

OH, MAN! THIS IS BAD! SPIDEY WAS COUNTIN' ON ME... WHAT DO I DO NOW?

MAYBE I CAN STILL CATCH HIM--TELL HIM WHAT HAPPENED!

BUT...

HE'S ALREADY GONE IN! THEN... I GOTTA GO AFTER HIM! HE'S GOTTA KNOW NOBODY'S COMIN' TO HELP!

I MIGHT EVEN GET A CHANCE TO SEE HIM IN ACTION--OR MAYBE EVEN HELP 'IM MYSELF!

WHILE INSIDE...

THIS IS DEFINITELY A PLACE WHERE THE BLACK ABBOTT HANGS HIS COWL... THOSE JET-CRAFT I PASSED WERE THE SAME AS HIS OTHERS I'VE SEEN!

BUT IS THIS THE MAIN BASE...OR JUST A HANGOUT FOR ONE OF HIS BLACK APOSTLES?

AND JUST AS IMPORTANTLY --IS THIS WHERE STEVE AND THOSE OTHER BRAINWASHED KIDS ARE BEING KEPT?

SO FAR I'VE ONLY SEEN A FEW SCATTERED GUARDS-- EASILY AVOIDED!

GUESS I'M JUST GONNA HAVE TO SEARCH THE WHOLE PLACE TO FIND OUT!

HMMM...A WEIRD HUM COMING FROM BEHIND THIS DOOR-- GUESS THAT MAKES IT A GOOD PLACE TO START!

HOLY COW! IT'S THOR--A PRISONER! HOW IN THE WORLD DID THEY EVER CAPTURE *HIM*?

THAT MACHINE... IT'S A BIGGER VERSION OF THE ONE THE ABBOTT USED ON THE TORCH--AND TRIED TO USE ON ME!

18

I'VE GOTTA GET HIM OUT FROM UNDER IT, FAST--

--BEFORE THEY HAVE A CHANCE TO TURN THEIR MENTAL ENERGIES ON *ME!*

MFFF!

SKUTCH

GREAT! THAT'S THE WAY I LIKE TO DO THINGS--TOOK 'EM BOTH OUT BEFORE THEY KNEW I WAS THERE!

THOR! SNAP OUT OF IT! WAKE UP BEFORE--UH OH!

SPIDER-MAN I'VE HAD ENOUGH OF YOUR INTER-FERENCE!

WELL, GOSH, IF YOU FEEL THAT WAY, I'LL JUST LEAVE! I KNOW WHEN I'M NOT WANTED!

NO--BLAST! HE'S TOO FAR OUT OF RANGE FOR MY PSYCHIC MIND-BOLTS!

I SHOULD HAVE REALIZED...IF THESE APOSTLES ARE ALL SUPPOSED TO SHARE THE SAME CONSCIOUSNESS--

--THEN KNOCKING OUT TWO OF THEM WAS SURE TO BRING ANY OTHERS RIGHT DOWN ON TOP OF ME!

AND SINCE *EACH* OF THEM HAS GOT ALL THE POWERS OF THE BLACK ABBOTT, I SURE DON'T WANT TO FACE THEM ALONE!

HOPEFULLY, THAT WEBBED-UP DOOR WILL DELAY THEM LONG ENOUGH FOR THOR TO RECOVER!

19

MINUTES LATER, IN THE BASEMENT...

BOY... NEVER THOUGHT I'D SEE *THOR* IN THIS KINDA SHAPE! HE'S STILL PALE AND GROGGY!

HEY, GOLDILOCKS... YOU OKAY?

I HAVE REGAINED MY SENSES... YET MY LIMBS ARE STILL NUMB...

...DEADENED BY WHATEVER UNHOLY TREATMENT THE BLACK ABBOTT WORKED UPON ME! I CANNOT MOVE THEM!

YET, SLOWLY, I FEEL NEW LIFE SURGING BACK INTO THEM! IN A SHORT WHILE--

OBOY! LOOKS LIKE OUR TIME JUST RAN OUT!

THEN YOU MUST FIGHT ALONE, SPIDER MAN... DELAY THEM UNTIL I CAN MOVE AGAIN!

OH SURE... SURE! THESE GUYS SOMEHOW TOOK OUT THOR HIMSELF! NOW I'M SUPPOSED TO HOLD THEM OFF ALONE?

THWIP

THWIP

MAYBE IF I MOVE FAST ENOUGH, I CAN SNARE 'EM IN MY WEB--

SCRATCH THAT! THEY THREW IT RIGHT BACK AT ME WITH THEIR MIND-OVER-MATTER POWERS!

THIS TIME SPIDER-MAN IS IN RANGE OF MY MIND-BOLT! ONCE HE FALLS, THOR'S BODY SHALL BE MINE!

AGGHH!

SPIDER-MAN FIGHTS VALIANTLY --YET HE CANNOT LONG STAND AGAINST SUCH AN ONSLAUGHT! I MUST AID HIM!

MY ARMS BEGIN TO REGAIN SOME MOVEMENT... COME NOW, MIGHTY MJOLNIR-- MINE OWN ENCHANTED HAMMER--

"--FLY HITHER TO MY HAND--"

"--NO MATTER WHAT OB-STACLES LIE BETWEEN US!"

LIKE A THUNDER-BOLT, THE MASSIVE URU MALLET STREAKS TO ITS MASTER--

--FELLING SEVERAL OF THE BLACK APOSTLES IN ITS PATH...

20

NOW, BRASH, ARROGANT MORTAL--YOU WHO WOULD MAKE OF YOURSELF A GOD--!

LEARN NOW WHAT IT MEANS TO CHALLENGE THE POWER OF THAT TO WHICH YOU DARED ASPIRE...

...AS YOU FACE THE AWESOME, UNLEASHED WRATH OF THE GOD OF THUNDER!

THOR'S HAMMER STAMPS TWICE, SUMMONING THE RAGING FURY OF A TERRIBLE STORM...

CYCLONIC WINDS BUFFET THE BODIES OF THE BLACK APOSTLES, HURLING THEM HELPLESSLY AGAINST THE STONE WALLS...

...WHILE ANGRY LIGHTNING CRACKLES WITH DEAFENING REPORT, ITS CONCUSSION BATTERING THE REMAINING APOSTLES INTO UNCONSCIOUSNESS...

KRAKOOOM

...ALL SAVE THE BLACK ABBOTT HIMSELF, WHO HAS KEPT WELL BACK FROM THE FIGHTING...

S-SO MANY OF MY BODIES--ALL RENDERED UNCONSCIOUS AT ONCE! E-EVEN I AM SHAKEN BY THE PSYCHIC SHOCK OF FEELING THEM ALL GO DOWN!

I CAN'T FACE MY ENEMIES IN THIS STATE--I'VE GOT TO ESCAPE!

YET AS THE ABBOTT STAGGERS WEAKLY DOWN THE STAIRS TOWARD HIS JET-CRAFT...

CLANG

WH-WHAT'S THIS? SOME CHILD IN THE AIR-SHAFT?

I DON'T KNOW HOW YOU CAME HERE, BOY, BUT YOU WILL BE MY HOSTAGE--TO KEEP THOR FROM USING HIS HAMMER ON ME!

HEY! LEGGO! SPIDER-MAN--HELP ME!

21

IT'S TONY! HE MUST HAVE FOLLOWED ME DOWN HERE!

YOU MUST SAVE HIM, SPIDER-MAN! I STILL AM UNABLE TO MOVE MY LEGS!

UNHHH! NO GOOD! I'M TOO GROGGY FROM THAT BLASTING I TOOK FROM THE BLACK APOSTLES--

--C-CAN'T MOVE FAST ENOUGH!

YOUR HAND, SPIDER-MAN--! REACH OUT FOR MY HAMMER'S THONG AS IT PASSES!

KUH?!? OBOY!

YA-HOOOOO

MAN, WHAT A RIDE! EVERY FRIENDLY NEIGHBORHOOD SPIDER-MAN NEEDS A HAMMER LIKE THAT!

OKAY, FOLKS...LAST STOP! EVERYBODY OUT!

SKRIPPP

FOOL! EVEN IN MY WEAKENED STATE, MY MIND-BOLTS ARE POWERFUL ENOUGH TO TAKE CARE OF *YOU!*

22

UNGHH! HE'S RIGHT! CAN'T RISK FIGHTING HIM WHILE TONY'S IN DANGER! GOTTA GET HIM TO SAFETY!

OH, MAN--THIS IS NEAT!

WHEW! THE ABBOTT'S OUT OF SIGHT ALREADY! UNLESS I'VE LOST ALL SENSE OF DIRECTION, THAT TUNNEL MUST GO OUT UNDER THE RIVER!

HE'S TOO FAR AWAY FOR ME TO CATCH UP TO HIM NOW! BLAST! BUT I BET WE'LL MEET AGAIN SOMEDAY!

AT LEAST WE KNOCKED OUT SOME OF HIS APOSTLES...BUT WHAT ABOUT STEVE HOPKINS? I NEVER DID FIND HIM!

BUT AFTER A SEARCH OF THE ABBEY, STEVE AND THE OTHER YOUNG SCIENTISTS ARE LOCATED...

SPIDER-MAN TELLS ME YOU ARE NOT TO BLAME FOR BUILDING THE ABBOTT'S INSIDIOUS DEVICE...THAT YOU WERE BRAINWASHED INTO BELIEVING YOU WORKED FOR WORLD PEACE!

I-I'M SO CONFUSED! BUT *YOU* MUST BE TELLING THE TRUTH, THOR! SOMEHOW W-WE WERE DUPED!

YET LOOK AT THE WEAPONS IN THE ROOMS AROUND YOU! DO THESE SEEM LIKE ITEMS A PEACE-ORGANIZATION WOULD EMPLOY?

THE ABBOTT'S INFLUENCE OVER THEM IS ALREADY WEAKENING NOW THAT THEY'RE ACTIVELY RESISTING IT.

ONLY TIME WILL TELL IF THEY'LL EVER BE TOTALLY FREE OF HIS INFLUENCE.

AS FOR YOU, TONY... 'TWAS FOOLISH AND DANGEROUS TO ENTER THE LAIR OF THE ABBOTT ALONE!

I MUST CAUTION YOU...BEING A SUPER HERO IS MORE THAN JUST A CHILD'S GAME!

THOUGH I MUST ADMIT THAT, WITHOUT YOUR AID, SPIDER-MAN MIGHT NEVER HAVE FOUND THIS PLACE--AND I MIGHT YET LANGUISH UNDER THE VILLAIN'S DEVICE!

DESPITE YOUR SMALL FRAME, YOU HAVE PROVEN THAT THOUGH EVERY MAN IS NOT GIFTED WITH GREAT POWERS--

--EVERYONE CAN AID IN SOME WAY IN THE FIGHT AGAINST EVIL... IF THEY BUT HAVE THE COURAGE!

HE SAYS IT BETTER THAN I DO, TONY, BUT WHAT HE MEANS IS... *THANKS!*

NEXT: *SPIDEY & CANNONBALL!*

MARVEL® ANNUAL

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the AMAZING SPIDER-MAN® ANNUAL

FRENZ/GUICE

THE SCORPION TAKES A BRIDE!

BUT IT'S J. JONAH JAMESON'S!

SCRIPTED BY STAN (THE MAN) LEE!

Stan Lee PRESENTS:

THE SCORPION TAKES A BRIDE!

(BUT NOT THE WAY YOU THINK!)

SPIDER-MAN™

I STILL REMEMBER THE START OF IT. I HEARD THE GUN-SHOTS AS SOME BANK ROBBERS TRIED TO ESCAPE BY HELICOPTER. I KNEW IT MEANT I'D MISS THE A-TEAM TONIGHT. BUT THAT'S THE BREAKS WHEN YOUR NAME IS--SPIDER-MAN!

WELL, WADDAYA KNOW! THEY ROBBED THE FIRST NATIONAL AND THEY'RE TAKING OFF IN A HIGH-TECH WHIRLYBIRD.

WHAT HAPPENED TO THE GOOD OL' DAYS WHEN I ONLY HADDA CHASE AFTER SOUPED-UP SEDANS?

THEY WERE TOO FAR FOR MY WEBBING TO REACH. ANY SANER SUPER HERO WOULD HAVE QUIETLY WALTZED AWAY FROM THIS LITTLE TABLEAU.

BUT I'VE NEVER BEEN ACCUSED OF TERMINAL SANITY.

PLOT BY: TOM DeFALCO
BREAKDOWNS BY: RON FRENZ
FINISHES BY: BOB LAYTON and JACKSON GUICE
COLORS BY: BOB SHAREN
LETTERS BY: JOE ROSEN
EDITED BY: DANNY FINGEROTH
EDITOR-IN-CHIEF: JIM SHOOTER
SCRIPTED (FOR THE FIRST TIME IN 12 YEARS) BY STAN LEE (THAT'S RIGHT--*STAN LEE!*)

IF MY WEBBING COULDN'T REACH 'EM FROM THERE...

THERE WAS ONLY ONE THING TO DO...

GET CLOSER.

LIKE SO.

BINGO! THESE LITTLE "THWIPPS" ARE MUSIC TO MY SHELL-LIKE EARS.

THWIPP!

THWIPP!

THAPPP!

I WAS SO TAKEN WITH THE RAPTURE OF THE MOMENT, THAT I ALMOST FORGOT IT WASN'T A TEA PARTY. UNTIL --

THE WEB-SWINGER! WE'LL MAKE MINCEMEAT OUTTA HIM!

FROM HERE ON, IT'S BY THE NUMBERS. I'LL JUST CLIMB TO THE COCKPIT...

YEAH. SO I THOUGHT.

BUT MY BANK-BUSTIN' BUDDIES HAD OTHER IDEAS.

THEY SAW ME. THEY'RE TRYING TO SHAKE ME OFF.

WHOA, GUYS! YOU'RE ZINGIN' TOO LOW!

2

IF THE PILOT WASN'T A CERTIFIED LUNATIC HE WAS PUTTING ON A GREAT ACT.

THIS WASN'T A MOVIE. IT WAS REAL LIFE.

BUT IT WAS LOOKING MORE LIKE REAL DEATH!

UP! GET UP! YOU'RE GONNA CRASH!

NEWSSTAND

I NEVER REALIZED I WAS SO PERSUASIVE. SECONDS LATER...

HE'S GAINING ALTITUDE!

YEP, HE WAS HEADING UP AGAIN, BUT I HAD NO REASON TO CHEER.

NOW I SEE WHAT HE'S AFTER.

HE'S TRYING TO BRUSH ME OFF, BY SLAMMING ME INTO--

=UNHHH= THAT WAS TOO CLOSE!

OH NO! HE'S HEADING DOWN AGAIN!

SUDDENLY, THEY LEARNED THE HARD WAY: DUMB LUCK CAN'T LAST FOREVER.

BANK 'ER, YOU FOOL!

TOO LATE! WE HIT THE TOWER! THE ROTOR'S SNAPPED!

WE'RE FALLING!

CAN'T LET THE SHIP HIT THE STREET!

BUT HOW DO I STOP IT?

THAT'S WHEN I GOT A WILD IDEA...

I CRISS-CROSSED MY WEBBING AS I SWUNG DOWN...

FROM BUILDING TO BUILDING AND BACK AGAIN.

THEN I LANDED ON A TRUCK BELOW.

I WATCHED THE SHIP DROPPING TOWARDS ME, CLOSER AND CLOSER...

...SNAPPING THE WEBBING AS IT FELL.

EACH WEB-STRAND SLOWED IT DOWN A LITTLE MORE.

BUT NOT ENOUGH TO STOP ITS PLUNGE.

IT'S ALMOST ON TOP OF ME!

I COULD HEAR THE SCREAMING ABOVE ME, COULD SEE EVERY RIVET IN THE UNDERCARRIAGE.

AND THEN...

IT REACHED ME! AND I CAUGHT IT!

KNOW SOMETHING? IF WEB-STRANDS WERE WALRUSES, I'D HAVE FED 'EM SOME FISH RIGHT THEN AND THERE!

CAFIZONES

4

WELL, THAT WRAPPED IT FOR ME.

SURE HOPE I CATCH THIS ON THE LATE-NITE NEWS.

NOW IT WAS TIME FOR THE MOST IMPORTANT PART OF ALL.

MINOLTA

MD 50mm 1:1.4 JAPAN

THESE PIX'LL BE WORTH A BUNDLE--

--IF I REMEMBERED TO LOAD THE CAMERA.

I REMEMBERED! THINGS DON'T ALWAYS GO WRONG--IT SAYS HERE.

MY NEXT STOP WAS THAT BEST-SELLING BASTION OF TRUTH AND INTEGRITY, THE DAILY BUGLE.

DAILY BUGLE

THE PLACE SEEMED A LITTLE DIFFER-ENT TO ME TODAY.

EVERYONE WAS CLUSTERED AROUND IN GROUPS, WHISPERING AND GRINNING...

LIKE SOMEONE'S FLY WAS OPEN.

HOPE IT'S NOT MINE.

GUESS WHAT, PETER? NED JUST RETURNED FROM HIS EXTENDED ASSIGNMENT.

HEY, THAT'S GREAT, BETTY.

BUT THAT CAN'T BE WHAT ALL THE WHISPER-ING'S ABOUT.

WHAT'S GOING ON AROUND HERE?

NOTHING EARTH-SHAKING. IT JUST HAS TO DO WITH MR. JAMESON.

IT WAS LIKE PRYING GOSSIP FROM THE SPHINX. BUT BEFORE I COULD ASK ANY MORE QUESTIONS...

HI, PETER. THIS A SOCIAL CALL, OR DO YOU HAVE THE ANSWER TO AN EDITOR'S PRAYER IN THAT ENVELOPE YOU'RE CLUTCHING?

YOU'RE A MIND-READER, MR. R. WAIT'LL YOU SEE...

5

IT'S REALLY NOTHING MUCH. JUST AN EXCLUSIVE SHOT OF SPIDER-MAN CATCHING A FALLING HELICOPTER IN HIS BARE HANDS IN THE MIDDLE OF A CROWDED STREET.

BUT I KNOW YOU'RE BORED WITH PIX OF SPIDEY...

TELL YOU WHAT, SON -- I'LL OVERLOOK MY BOREDOM JUST THIS ONCE. YOUR SHOT'S A SENSATION. GOT PAGE-ONE WRITTEN ALL OVER IT.

LET'S REMEMBER THAT WHEN YOU WRITE OUT MY CHECK, HUH?

I'D BE LYING IF I SAID I WASN'T PLEASED WITH MYSELF. AND YOU KNOW MAY PARKER'S NEPHEW NEVER EVER LIES.

PETER, YOU'RE JUST TOO MUCH.

IT SURE BEATS NOT ENOUGH.

WHILE I WAS BEAMING, A PRINTER'S MESSENGER ARRIVED.

I GOT SOME STUFF HERE FOR J. JONAH JAMESON.

STUFF, HUH? YOUR POWERS OF DESCRIPTION ÷KAFF÷ ARE ALMOST AWESOME.

EVERYONE'S A COCKAMAMIE COMEDIAN AROUND HERE.

HIS PRINTING SAMPLE'S FALLING OFF THE BOX. I'LL JUST-- HEY! WHAT'S THIS?

GATHER 'ROUND, LADS AND LASSIES. ÷KAFF-KAFF÷ OL' BEN URICH'S GOT AN ITEM FOR YE NEWS-HUNGRY MASSES.

NOBODY'S SCOOPIN' THE BUGLE ON *THIS* ONE!

BY NOW, MY CURIOSITY WAS BIG ENOUGH TO CHOKE GODZILLA. I HEADED FOR WENDY THORNTON...

WHAT'S HAPPENING, WENDY? SOMEONE CATCH JAMESON WITH A SMILE ON HIS FACE?

COULD BE. ESPECIALLY IF THIS ANNOUNCEMENT IS TRUE. HERE, BE MY GUEST.

LOOKS LIKE A WEDDING INVITATION.

IT WAS.

HOW ABOUT THAT! THE OL' CURMUDGEON IS FINALLY TAKING THE PLUNGE.

MARLA MADISON AND J. JONAH JAMESON REQUEST THE HONOR OF YOUR PRESENCE AT THE

JOLLY JONAH AND MARLA MADISON WERE GETTING MARRIED!

6

SO SHE'S FINALLY GONNA MAKE A RESPECTABLE MAN OUT OF HIM!

SHOULD WE OFFER CONGRATULATIONS OR CONDOLENCES?

MY, YOU'RE CERTAINLY QUICK WITH THE QUIPS TODAY, MR. PARKER.

WHOA, ANN. I WAS READING THAT.

I KNOW. YOU WERE MOVING YOUR LIPS.

I'M WRITING AN ANNOUNCEMENT FOR THE LATE EDITION'S SOCIETY PAGE AND I'LL NEED THE INVITATION FOR REFERENCE.

WE MUSTN'T SQUASH THE NEWS, MUST WE?

SOMEDAY I'LL TELL HER WHAT I'D LIKE TO SQUASH.

MEANWHILE, IN JONAH'S 46TH FLOOR EXECUTIVE SUITE, THE TWO LOVEBIRDS WERE SAFELY ENSCONCED AWAY FROM THE PEASANTS.

JONAH DEAR, ARE YOU AS HAPPY AS I?

I DON'T KNOW, MARLA. HOW HAPPY ARE YOU?

THAT'S WHAT I LOVE ABOUT YOU, YOUR KNACK FOR ROMANTIC SMALL TALK.

÷HRRRUMPH÷ I'M A PUBLISHER, MY DEAR, NOT A LONG-HAIRED SCREEN STAR.

THAT'S THE OTHER THING I LOVE ABOUT YOU. NOBODY ELSE CAN GARGLE A "HRRRUMPH" LIKE YOU CAN.

TAKES YEARS OF PRACTICE, MY SWEET.

HAVE YOU INVITED JOHN TO THE WEDDING YET?

I, EH, I'M NOT SURE HE CAN MAKE IT. YOU SEE...

NONSENSE. YOU MIGHT AS WELL NOT INVITE THE MINISTER.

HE'S YOUR OWN SON. HE MUST BE THERE.

AND, FOR THE UMPTEENTH TIME, GET RID OF THAT CIGAR.

BUT I WASN'T INHALING.

THAT'S NOT THE REASON, JONAH.

THIS IS.

IF YOU'RE WONDERING HOW I KNOW WHAT THEY WERE SAYING WHEN I WASN'T THERE, HANG LOOSE, HERO. 'TWILL ALL BE REVEALED.

7

I'D BETTER SCAMPER, DEAR. I DON'T LIKE TO KEEP YOU FROM YOUR WORK.

YOU KIDDING? WHY DO YOU THINK I'M MARRYING YOU?

MAN DOES NOT LIVE BY TOIL ALONE.

I ALWAYS THOUGHT YOU WERE A CORNBALL, JJ. NOW I KNOW IT.

WHA--?!!

SOME JOURNALIST! THERE'S NO SUCH WORD AS "WHA."

YOU!

I ALWAYS DID ENVY YOUR INSPIRED REPARTEE.

WHAT ARE YOU DOING THERE?

I'M NOT THERE. I'M HERE.

I CAME TO CONGRATULATE YOU ON YOUR WEDDING PLANS.

NEXT TIME SEND A NOTE.

SINCE YOU MAY NOT INVITE ME, AND I CAN'T KISS THE BRIDE, I FIGURED I'D DO THE NEXT BEST THING.

÷GURRK÷

YOU MISBEGOTTEN, COSTUMED CRETIN! NOW I'LL NEED A RABIES SHOT!

THE BOUQUET'S FOR THE LITTLE LADY. DON'T SNEAK OFF AND SELL IT.

8

I MIGHT HAVE STAYED LONGER, BUT I HATE TO SEE A GROWN MAN CRY.

MR. JAMESON, ARE YOU THERE?

WHERE IN THE BLOODY BLUE BLAZES DIDJA THINK I'D BE?

WOW! IF HE'S THIS BAD-TEMPERED *BEFORE* THE WEDDING, I SURE PITY THE BRIDE.

JUST WANTED TO TELL YOU YOUR LIMO IS WAITING.

THERE HE GOES, OL' MR. SWEETNESS 'N JOY HIMSELF.

I WAS TEMPTED TO FOLLOW JJ'S CAR AND RIB HIM SOME MORE, BUT I THOUGHT BETTER OF IT.

LET 'IM GO. HE'S GOT ENOUGH PROBLEMS, JUST LIVING WITH HIMSELF.

IMAGINE WAKING UP IN THE MORNING AND BEING J. JONAH JAMESON. YECCCH!

AW, WHAT THE HECK, I GUESS HE'S NOT ALL THAT BAD. HE COULDN'T BE.

WHAT WOULD I DO WITH MYSELF IF I DIDN'T HAVE JJ TO KICK AROUND, ANYWAY?

SOMETIMES, WEB-SWINGING CAN GO TO YOUR HEAD. I ACTUALLY BEGAN TO FEEL MELLOW ABOUT THAT MOUSTACHED MISFIT.

IT'S NOT AS THOUGH HE'S EVIL, OR SINISTER.

HE COULDN'T HELP BEING BORN A POMPOUS STUFFED SHIRT.

AND HE'S ALWAYS GOOD FOR SOME LAUGHS.

NUTS! WHY DON'T I LEVEL WITH MYSELF?

THE WORST THING ABOUT HIM IS-- HE DOESN'T LIKE ME.

BUT HE'S BEEN PART OF MY LIFE'S CAST OF CHARACTERS FOR SO LONG, HE'S GROWN ON ME.

JUST LIKE A WART--OR LIKE MY BLACK SUIT WANTED TO DO BEFORE I DUMPED IT!*

*SEE AMAZING SPIDER MAN #258 --DANNY.

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WHILE I WAS ROOF-HOPPING AROUND THE BIG APPLE, JONAH WAS HEADING FOR A SANITARIUM IN THE SUBURBS.

HERE YOU ARE, SIR. THE SHERWOOD NURSING HOME.

GOOD TO SEE YOU, MR. JAMESON. YOU'RE LOOKING FIT.

WHAT ABOUT MY SON, DOCTOR? HOW IS HE? IS THERE ANY IMPROVEMENT?

HE HAS HIS GOOD DAYS, AND HIS BAD DAYS.

HE'S BEST, OF COURSE, WHEN HE'S CALM, RELAXED, AND UNTROUBLED.

HE SEEMS TO FIND PEACE OF MIND DOING JIGSAW PUZZLES.

I SEE HE'S DOING ONE NOW.

IT'S SO HARD -- TO SEE HIM LIKE THIS.

IT -- IT JUST BREAKS MY HEART.

IT SHOULDN'T, MR. JAMESON. HE'S RELATIVELY CONTENT, WELL-CARED FOR, AND THERE'S ALWAYS THE CHANCE OF A COMPLETE RECOVERY.

I KNOW. BUT WHEN I THINK OF HIM THE WAY HE WAS, SO BRIGHT, SO COMPETENT, SO -- YES, SO HEROIC.

LET'S GO IN. HE'S WAITING FOR YOU.

DAD! WHAT A PLEASURE TO SEE YOU.

HELLO, SON.

I'LL LEAVE YOU TWO ALONE NOW.

HOW'S IT GOING, JOHN? ARE THEY TAKING GOOD CARE OF YOU?

SURE, DAD. I CAN'T COMPLAIN.

I'VE GOT LOTS OF PUZZLES.

WHEN DID YOU START ON THIS JIGSAW KICK?

I DON'T KNOW. DIDN'T SEEM TO BE MUCH ELSE TO DO. Y'KNOW, DAD, IT'S A FUNNY THING.

THEY REMIND ME OF MY LIFE. SO MANY PIECES THAT DON'T FIT TOGETHER.

I UNDER-STAND.

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I--CAME TO TELL YOU SOMETHING, JOHN.

WHAT IS IT, DAD? YOU LOOK SO GRIM.

OH NO, NO. IT'S NOTHING BAD.

IT'S GOOD NEWS. GREAT NEWS. I'M GETTING MARRIED--TO MARLA MADISON.

JOHN, WAIT. WHAT'S THE MATTER?

YOU KNOW WHAT'S THE MATTER.

SHE'LL COME BETWEEN US! I KNOW SHE WILL!

JUST LIKE SOMETHING ALWAYS COMES BETWEEN US!

YOU--RUINED YOUR PUZZLE.

I TOLD YOU, IT REMINDS ME OF MY LIFE.

I DON'T KNOW WHAT TO SAY, JOHN.

THEN DON'T SAY ANYTHING. I DON'T TALK MUCH ANYMORE.

I'M SORRY IT DIDN'T GO TOO WELL THIS TIME.

IT WAS MY FAULT. HE WASN'T READY FOR THE NEWS YET.

I SHOULD HAVE REALIZED THAT.

BUT YOU MUSTN'T FEEL GUILTY ABOUT YOUR WEDDING, MR. JAMESON. YOU HAVE YOUR OWN LIFE TO LEAD.

I KNOW, BUT I CAN'T BEAR TO SEE HIM THAT WAY.

I'LL BE BACK. I'LL THINK OF SOMETHING. I HAVE TO.

IN THE MEANTIME, WE'LL LOOK AFTER HIM. DON'T WORRY.

WORRY? JONAH WOULD HAVE A CONNIPTION FIT IF HE KNEW WHAT WAS IN STORE.

HE CAME TO VISIT HIS SON, DID HE? HOW TOUCHING.

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IF HE SOUNDED SENTIMENTAL, DON'T LET IT FOOL YOU. IN A NEARBY CELL, ONE OF THE MOST DANGEROUS MEN IN THE WORLD WAS SCHEMING AND PLOTTING...

JAMESON'S SON PLAYS WITH PUZZLES WHILE MAC GARGAN WEARS A SOUPED-UP STRAIT JACKET.

BUT THAT'LL SOON CHANGE. OH YES, HOW IT WILL CHANGE.

I WASN'T THERE AT THE TIME, SO I PIECED THIS TOGETHER FROM LATER REPORTS. BUT TRUST ME.

IF NOT FOR JAMESON, I WOULDN'T BE HERE NOW.

IT'S ALL HIS FAULT, THAT'S WHY HE'S GOT TO PAY.

HE'S THE ONE WHO HIRED ME FOR THAT EXPERIMENT, TO MAKE ME MORE POWERFUL THAN SPIDER-MAN.

HE WANTED ME TO RID HIM OF THE WEB-SPINNER.

BUT I BECAME TOO POWER-FUL, TOO DEADLY.

I BECAME --THE SCORPION!

AND NOW, IT'S ALMOST TIME FOR THE SCORPION TO STING AGAIN.

READY FOR YOUR SESSION, MAC?

I BROUGHT SOME CON-SULTANTS TODAY.

BRING WHOEVER YOU WANT, DOC, LONG AS I AIN'T PAYIN' FOR IT.

NOW, YOU KNOW THE PAYMENTS ARE ALL TAKEN CARE OF.

SURE. THE MOST EXPENSIVE SANITARI-UM AROUND, THE HIGHEST PRICED SHRINKS, ALL THE CARE I NEED.

SOMEONE'S SURE TAKIN' A BIG INTER-EST IN MAC GARGAN.

THERE'RE PEOPLE IN HIGH PLACES CONCERNED ABOUT YOU, MAC. YOU SHOULD APPRECIATE IT.

NOW LET'S GET ON WITH THE THERAPY.

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THERAPY! THERE WAS AS MUCH CHANCE OF THAT HELPING THE SCORPION AS THERE WAS OF MILKSHAKES CURING DRACULA.

SHERWOOD NURSING HOME

BUT THEY KEPT TRYING, ANYWAY. THEN, LATER THAT NIGHT...

IT'S ALMOST TIME. I HEAR HIS FOOTSTEPS.

NOW, IN RETROSPECT, IT'S ALL SO PAINFULLY CLEAR HOW IT MUST HAVE HAPPENED...

HI, MR. GARGAN. I BROUGHT YOU SOME COFFEE 'N SMOKES, AND A PAPER.

THAT'S NICE OF YOU, FRANK.

HEY, YOU'RE THE ONE WHO'S NICE, LETTIN' ME VISIT YOU LIKE THIS. IT'S MADE ME A REAL BIG SHOT WITH MY FRIENDS.

THEY'RE ALWAYS ASKIN' ME ABOUT THE FAMOUS SCORPION.

AND WHAT DO YOU TELL THEM?

Y'KNOW, I TELL 'EM WHAT A GREAT GUY YOU ARE, AND HOW YOU LET ME COME VISIT YOU, AND THE WAY YOU TELL ME ALL THE FAR-OUT THINGS YOU'VE DONE.

AND HOW I'M THE ONLY ONE WHO'S ALLOWED TO COME 'N READ YOU THE PAPER.

AND WHAT HAVE YOU GOT TONIGHT?

HERE'S SOMETHING INTERESTING. JONAH JAMESON, THE BUGLE'S PUBLISHER, IS GETTING HITCHED.

I'VE SEEN HIM BEFORE. IN FACT, HE WAS HERE EARLIER. BOY, IN THIS JOB YOU MEET EVERY-ONE.

SHUDDUP! I HEARD ENOUGH. THIS IS WHAT I'VE BEEN WAITING FOR.

MR. GARGAN, YOU NEVER TALKED TO ME LIKE THAT BEFORE. WHAT DO YOU MEAN, IT'S WHAT YOU'VE BEEN WAITING FOR?

HOLD IT. WHAT ARE YOU DOING?

YOU'LL SOON FIND OUT.

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I HATE TO DO THIS, SIR, BUT I GOT MY ORDERS.

GOTTA SHOOT A TRANQUILIZER DART AT YOU IF YOU GET OUTTA HAND.

GET OUT OF HAND?!! YOU SIMPERING FOOL--

YOU DON'T BEGIN TO SUSPECT THE RAW *POWER* YOU'RE FACING.

YOU SHOULDN'TA DONE THAT, MR. GARGAN. I- I THOUGHT WE WERE FRIENDS.

FRIENDS?

THE SCORPION HAS NO FRIENDS.

YOU REALLY THOUGHT THAT USELESS TOY WOULD STOP *ME*?!!

SO YOU BEEN TELLING EVERYBODY WHAT A GREAT GUY I AM, HUH? SO KNOWIN' A CELEBRITY MAKES YOU A BIG SHOT, HUH?

WELL, I'M GONNA GIVE YA SOMETHIN' TO REAL-LY TALK ABOUT.

HERE, CREEPO-- HOW'S THIS FOR STARTERS?

YOU-- RIPPED OFF THE PADDED STEEL DOOR-- BARE-HANDED!

NOW GET UP. YOU'RE GONNA DO SOMETHIN' FOR ME.

14

MY COSTUME. SHOW ME WHERE IT IS. NOW.

SURE, MR. GARGAN. SURE.

BUT IT WON'T DO YOU NO GOOD.

IT'S LOCKED IN THERE, BEHIND TWO FEET OF SOLID STEEL.

GOOD. I'M GLAD.

YOU'RE GLAD?

YEAH. IT'S NICE TO KNOW THEY TOOK GOOD CARE OF IT.

FROM THE LOOK OF THE PLACE LATER, I FIGURE GARGAN TOSSED THOSE CABINETS AROUND LIKE COMICBOOKS...

...TILL HE FOUND WHAT HE WAS LOOKING FOR.

HE-- HE'S PUTTING IT ON.

NOW'S MY CHANCE. I GOTTA GET AWAY.

I'LL MAKE IT. HE WOULDN'T HURT ME. WE WERE FRIENDS, HIM AND ME-- FRIENDS.

HE NEVER KNEW WHAT HIT HIM. ALL IT TOOK WAS ONE ELECTRO-MAGNETIC BLAST FROM GARGAN'S TAIL.

LIKE HE SAID, THE SCORPION HAS NO FRIENDS.

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IF ONLY I HAD KNOWN. MAYBE I COULD HAVE DONE SOMETHING SOONER-- MAYBE I COULD HAVE PREVENTED SOME OF THE GRIEF. BUT I NEVER EVEN SUSPECTED WHAT WAS HAPPENING AT THAT LONELY SANITARIUM.

ALL THIS TIME, I WAITED--WAITED FOR THE RIGHT MINUTE. AND NOW IT'S HERE!

NOW I KNOW JUST WHAT I'VE GOTTA DO--

AND I'VE GOT THE POWER TO DO IT.

YOU PROBABLY GUESSED THAT JOHN JAMESON WAS THE SCORPION'S NEXT TARGET.

AND HE DIDN'T LET A LITTLE THING LIKE A DOOR STOP HIM.

SURPRISED, JAMESON?

THE EX-ASTRONAUT TRIED TO RESIST, BUT THERE WAS NO WAY. THE SCORPION COULDN'T BE STOPPED.

YOU'RE LUCKY. I MAY NOT KILL YOU --YET.

WITHIN SECONDS, THE HELPLESS VICTIM WAS BOUND, AS GARGAN HAD BEEN EARLIER.

YOU CAN'T DO IT. YOU'LL NEVER MAKE IT OVER THE WALL.

I WON'T, HUH?

I GUESS YOU NEVER HEARD--

--OF THE SCORPION'S CATAPULTING TAIL.

AND THEN THEY WERE GONE.

YEP, JUDGING BY THE EVIDENCE, THAT'S PROBABLY HOW IT WAS.

BUT YOU CAN BE SURE THIS PART HAPPENED JUST LIKE I'M TELLING IT. I MEAN, HEY, I WAS THERE.

DAILY BUGLE CITY ROOM

WHY'S THE PLACE SO DARK? I DON'T HEAR ANYONE-- DON'T SEE ANYTHING.

WHAT IN BLUE BLAZES IS GOIN' ON AROUND HERE?

SURPRISE, MR. JAMESON.

CONGRATULATIONS, JJ.

LET'S HEAR IT FOR THE BRIDEGROOM.

ALL OUR BEST WISHES, MR. JAMESON.

CONGRATS, BOSS.

HOPE YOU DON'T MIND, JONAH. THE STAFF WANTED TO WISH YOU LUCK IN THEIR OWN WAY. RIGHT, GANG?

MIND? YOU KIDDIN', ROBBIE?

YOU KNOW IT, MAN.

I LOVE PARTIES-- PROVIDED THEY DON'T LAST TOO LONG.

SURE. HE MAY HAVE TO PAY OVERTIME.

BETTER GET YOUR TUX OUT OF MOTH-BALLS.

THIS'LL BE THE FIRST BASH JAMESON'S THROWN IN YEARS. HOPE HE HASN'T FORGOT-TEN HOW.

HEY, WHEN A GUY'S IN LOVE, HE GOES ALL OUT. EVEN JAMESON.

GLAD YOU GOT BACK IN TIME FOR THE WEDDING, NED. YOU'VE BEEN GONE QUITE A WHILE.

I WONDER WHAT THAT MYSTERIOUS ASSIGNMENT OF NED'S WAS ALL ABOUT?

I WOULDN'T HAVE MISSED THIS FOR THE WORLD.

IT SUDDENLY OCCURRED TO ME. I NEVER GOT AN INVITATION TO JAMESON'S WEDDING. IT LOOKED LIKE I WAS THE ONLY BUGLE REGULAR WHO WASN'T INVITED.

MAYBE IT WAS LOST IN THE MAIL, PETER.

SURE, SON. THAT MUST BE IT.

SURE.

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MINUTES LATER, THE BLUSHING BRIDEGROOM HIMSELF AMBLED OVER...

ANYONE WITH DEADLINES IS WELCOME TO GET BACK TO WORK NOW.

I WON'T BE OFFENDED.

YOU'RE ALL HEART, MR. J.

THEN CAME THE BOMBSHELL...

PETER, MY BOY, I HOPE YOU DON'T THINK I'VE FORGOTTEN ABOUT YOU. IT WOULDN'T BE A WEDDING WITHOUT YOU.

IT WOULDN'T?

I INSIST THAT YOU COME. AND BRING YOUR CAMERA.

YOU-- WANT ME TO WORK?

SHAME ON YOU. WOULD I SUGGEST ANYTHING SO CRASS?

NO, I JUST WANT YOU TO MEET MY PERSONAL PHOTOGRAPHER. PERHAPS YOU'LL LEARN SOMETHING.

GOOD OL' JJ, THE ONLY MAN IN THE WORLD WHO CAN DEPRESS YOU EVEN WITH GOOD NEWS...

BUT THEN I NOTICED SOMETHING THAT SPELLED BAD NEWS...

WE CAN ALL STAND IMPROVEMENT, M'BOY. EVEN [HEH HEH] ME.

COPS. COMING THIS WAY. WHAT'S WRONG?

MR. JAMESON, I'D LIKE TO SPEAK TO YOU FOR A MINUTE.

HEARD ABOUT THE WEDDING, HUH? SURE, I'LL SPRING FOR A FEW INVITATIONS. NOTHING'S TOO GOOD FOR OUR BOYS IN BLUE.

IT'S NOT THAT, SIR. THE SCORPION'S ESCAPED, AND HE'S CAPTURED YOUR SON.

JOHN?!!

SUDDENLY, I KNEW MY LITTLE BREAK WAS OVER. THERE WAS DANGER AHEAD, BIG DANGER--

--ESPECIALLY SINCE THE SCORPION WAS MORE POWERFUL THAN SPIDEY.

18

IT DIDN'T TAKE ME LONG TO GET BACK IN HARNESS.

I SEARCHED THE CITY FROM ONE END TO THE OTHER.

THERE WAS NO TRACE OF THE SCORPION.

HE'S TAKEN COVER SOMEWHERE. I'LL HAVE TO WAIT HIM OUT.

MEANTIME, I'D BETTER CHECK ON JONAH.

BUT WHEN I REACHED JAMESON'S STREET...

COPS, GUARDING EVERY INCH OF THE PLACE.

WELL, THEY WON'T STOP ME.

I CAN GET PAST THEM.

IT WAS A VERY SCARY THOUGHT.

HOW COULD THEY STOP THE SCORPION?

BECAUSE, IF THEY COULDN'T STOP ME...

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IT WASN'T HARD TO IMAGINE WHAT WAS TAKING PLACE IN JONAH'S APARTMENT...

DON'T WORRY, MARLA DEAR. NOTHING CAN HAPPEN-- NOT WITH ALL THESE POLICE AROUND.

BUT THE SCORPION'S A KILLER, HE'S SUPER STRONG-- AND HE HATES YOU SO.

I KNOW, BUT THERE'S NOTHING MORE WE CAN DO.

YOU COULD HIDE WHERE HE CAN'T FIND YOU.

HE'S SAFER HERE, MISS MADISON.

ALL OUR POLICE RESOURCES ARE AT YOUR DISPOSAL. IF YOU RUN AND HE FINDS YOU, YOU HAVEN'T A CHANCE.

A GNAT COULDN'T GET IN HERE UNSEEN.

HALF THE COPS IN THIS PRECINCT HAVE THIS PLACE STAKED OUT.

I CAN'T RUN, MARLA. THERE'S MY SON JOHN TO THINK ABOUT.

MAYBE-- I CAN BARGAIN FOR HIS FREEDOM.

ANYWAY, THIS IS NO PLACE FOR YOU, DARLING. ISN'T THAT RIGHT, CAPTAIN?

YES. IT WOULD BE BETTER FOR YOU TO LEAVE, MISS MADISON. WE'VE A LOT OF PREPARATIONS TO MAKE.

MY MEN WILL SEE YOU SAFELY HOME.

I-- STILL FEEL I SHOULDN'T LEAVE HIM.

THERE'S NOTHING MORE YOU CAN DO, MA'AM.

HE'LL FEEL BETTER KNOWING YOU'RE SAFE.

ARE YOU SURE SHE'LL BE ALL RIGHT?

OF COURSE SHE WILL...

...WE BOTH KNOW IT'S YOU THE SCORPION IS AFTER.

20

MEANWHILE, NONE OF US KNEW, TILL LATER, THAT THE SCORPION WAS DRAGGING HIS CAPTIVE THRU THE OOZE AND SLIME OF THE CITY'S SEWERS...

STILL THINK I CAN'T GET AWAY WITH IT, MISTER?

THERE'S NOTHING MAC GARGAN CAN'T DO. NOTHING.

ONCE I'M IN MY SCORPION SUIT, I'M THE STRONGEST THERE IS. THE DEADLIEST THERE IS.

NO ONE CAN STOP ME. NOTHING CAN STAND IN MY WAY.

YOU'RE A MADMAN.

LOOK! YOU'RE THE ONE IN THE STRAITJACKET NOW.

I'M THE ONE WHO'S GOT IT ALL FIGURED OUT! I'M THE ONE WITH A PLAN!

A PLAN OF REVENGE.

I OWE SOMEONE A REAL BIG DEBT! AND THE SCORPION ALWAYS PAYS PEOPLE BACK --IN SPADES.

Y'KNOW WHO I MEAN, DON'TCHA?

YOUR FATHER!

WAIT! YOU CAN'T--!

SAVE YER BREATH, SONNY! YOU'LL NEED IT WHEN I GET BACK!

ONE THING YOU HADDA SAY FOR THE GUY; HE WASN'T A TIME-WASTER.

THIS IS THE BUILDING! ALL I GOTTA DO IS REACH THE RIGHT FLOOR.

THE ELEVATOR'S NOT HERE.

BUT THAT WON'T STOP THE SCORPION.

I'VE WAITED TOO LONG TO LET ANYTHING SLOW ME DOWN NOW.

21

MEANWHILE, CAPT. DEWOLFF HAD NO MORE IDEA THAN I DID WHERE THE SCORPION WAS...

EVERYTHING'S QUIET AT THE MADISON APARTMENT? GOOD. NO, THERE'S BEEN NO TROUBLE HERE.

MARLA IS ALL RIGHT? THAT'S ALL THAT MATTERS.

TO YOU, MAYBE. WE HAVE SOME OTHER CONCERNS.

BUT, NO SOONER DID THE LADY LAWPERSON HANG UP THE PHONE...

34

THIS IS IT. THE FLOOR I WANT.

THE SCORPION! HOW--?

NEVER MIND HOW. GRAB YOUR HARDWARE. WE GOTTA STOP 'IM.

HALT, OR WE'LL SHOOT.

YOU GOTTA BE KIDDING.

YEP. THAT'S WHEN IT ALL HIT THE FAN--

--AT MARLA MADISON'S APARTMENT!

GUNFIRE! IN THE HALLWAY.

MUST BE THE SCORPION!

JOHNSON! GET THE LASER-BLASTER!

STEP ASIDE, MISS MADISON. THIS'LL STOP HIM.

HOW CAN YOU BE SURE?

GOOD QUESTION, CONSIDERING WHAT WAS HAPPENING OUTSIDE THE DOOR...

I'VE WASTED ENOUGH TIME HERE.

THE SCORPION HAS MORE IMPORTANT THINGS TO DO.

JOHNSON DID, TOO. LIKE AIMING HIS BLASTER WHEN SCORPIE SMASHED DOWN THE DOOR...

IT'S HIM!

HOLD IT RIGHT THERE.

22

HE NEVER KNEW WHAT HIT HIM.

I GUESS IT'S ONLY FAIR TO TELL YOU WHAT I WAS DOING ALL THIS TIME. I WAS WEB-SWINGING MY WAY ACROSS TOWN AT BREAKNECK SPEED.

KNOWING THAT MOST OF THE POLICE FIRE-POWER WAS GUARDING JOLLY JONAH, I FIGURED MARLA MADISON WOULD BE VULNERABLE.

SO I PLAYED A HUNCH.

AND WADDAYA KNOW, MY HUNCH PAID OFF.

BACK OFF, SCORPIE. THE LADY'S GOT A HEADACHE.

SPIDER-MA--

÷UMMPHH÷

YOU FOOL! YOU SAVED ME THE TROUBLE OF HUNTING YOU DOWN!

YEAH, SCORPIE'S LITTLE HELPER, THAT'S ME.

YOU HAVEN'T GOT A CHANCE AGAINST MY POWER.

÷ URRKK ÷

HEY, BIG MOUTH, IF I ONLY BATTLED SURE THINGS--

I'D SPEND MY LIFE TANGLING WITH SNOOPY OR THE MUPPETS.

THOUGH THEY *ARE* A LOT MORE LAUGHS.

23

DON'T LET ONE LUCKY BLOW GO TO YOUR HEAD.

YOU CAN'T DODGE MY BLASTS FOR-EVER.

WHO'S DODGING? YOU'RE SO KLUTZY, THE SAFEST PLACE IS WHERE YOU'RE AIMING.

ZZSP!

NOW YOU DID IT, SCORPIE. YOU HIT THE FUSE BOX AND KIBOSHED THE LIGHTS.

THERE'S NOTHING WORSE THAN A CLUMSY BAD GUY.

I FIGURED I COULD AFFORD TO CROW...

...MY SPIDER-SENSE WOULD GIVE ME AN EDGE IN THE DARK.

BZZAAT

I FIGURED WRONG.

THE SCORPION COULD USE HIS TAIL BLAST TO LIGHT THE PLACE UP WHEN-EVER HE WANTED TO.

SO I HADDA MOVE FAST, BEFORE HIS NEXT SHOT.

THOK!

AND THAT'S JUST WHAT I DID.

BUT IT WASN'T EASY.

BWOK!

ZZZZTT

EACH TIME I HIT HIM, IT HURT MY FIST MORE THAN HIS FACE.

CLOP!

HE WAS JUST TOO MUCH STRONGER THAN ME.

AND DON'T THINK HE DIDN'T KNOW IT.

SOONER OR LATER YOU'LL WEAR YOURSELF OUT.

SOONER OR LATER MY BLAST WILL GET YOU.

YOU'RE NO MATCH FOR THE SCORPION.

24

HE HAD HIS OWN UNIQUE WAY OF PUNCTUATING HIS COMMENTS.

OKAY, OKAY, YOU MADE YOUR POINT.

THE ONLY TIME I GOT A BREATHER WAS WHEN HIS TAIL STOPPED FOR A FEW SECONDS, AND THE LIGHTS WENT OUT.

THAT'S WHEN MY SPIDEY SENSE GAVE ME THE AD-VANTAGE.

BYOINK!

SOME ADVANTAGE! EVEN WHEN I NAILED 'IM HE DIDN'T FEEL IT.

BUT I HAD MORE THAN MYSELF TO WORRY ABOUT. MARLA MADISON SEEMED ROOTED TO THE SPOT.

SPIDER-MAN-- LOOK OUT.

LADY, I APPRECIATE THE ADVICE, BUT TAKE OFF WHILE YOU CAN.

THIS IS NO PLACE FOR A CHEERING SECTION.

I SHOULDN'T HAVE CALLED TO HER. IN THAT SPLIT-SECOND MY CONCENTRATION WAVERED...

BOK!

AND THAT WAS ALL THE OPENING THE SCORPION NEEDED.

SPIDER STRENGTH OR NOT, I REALLY FELT THAT ONE.

AND THEN HE CLOSED IN FOR THE KILL.

25

LOOK, I DON'T WANNA MONOPOLIZE EVERY SCENE. LET ME TELL YOU WHAT WAS HAPPENING ELSEWHERE WHILE YOURS TRULY WAS TAKING HIS LUMPS...

I CAN'T JUST HANG HERE HELPLESSLY.

DAD NEEDS ME-- I KNOW IT!

IF I CAN JUST GET OUT OF THIS JACKET...

THERE MUST BE A WAY. THERE MUST.

WAIT A SECOND!

IF I CAN USE MY FEET-- PUSH MYSELF BACK UP THE WALL--HIGHER, A LITTLE HIGHER...

BUT SON JOHN WASN'T THE ONLY JAMESON DOING SOME HEAVY DUTY THINKING...

I DON'T LIKE IT. THERE'S NO ANSWER AT MARLA'S PLACE.

IMPOSSIBLE. SHE'S THERE WITH MY MEN.

I'LL BEEP THEM. MAYBE THE PHONE'S OUT OF ORDER.

AND MAYBE NOT. WHY ARE WE STANDING HERE?

BUT THEY DIDN'T ANSWER THE BEEPER EITHER.

THERE MUST MUST BE AN EXPLANATION. I'M SURE EVERYTHING IS PERFECTLY ALL RIGHT.

YEAH, I'LL BET YOU BELIEVE IN TOOTH FAIRIES, TOO.

SEND A TEAM OF PATROL CARS TO CHECK. QUICK.

THIS IS CRAZY. MARLA COULD BE IN DANGER, AND I'M HANGING AROUND HERE LIKE SOME KIND OF GUTLESS WIMP.

OR MAYBE IT'S NOT SO CRAZY.

MAYBE I AM A GUTLESS WIMP.

THE POLICE HAVE THEIR JOB TO DO, AND THEY'RE DOING IT THE BEST THEY CAN.

BUT I'VE SOMETHING TO DO, TOO.

AND IT'S HIGH TIME I DID IT.

26

ONE THING ABOUT OL' JJ--WHEN HE MAKES UP HIS MIND TO DO SOMETHING...

COPS IN THE HALL. CAN'T LET 'EM STOP ME.

INSIDE, QUICK! IT'S THE SCORPION! HE'S ATTACKING! HURRY!

THIS IS IT. LET'S GO.

I DON'T SEE 'IM.

MUST BE IN THE OTHER ROOM. EVERYTHING'S TOO QUIET. CAREFUL-- COULD BE AN AMBUSH.

JONAH WASN'T ABOUT TO LET GO OF A GOOD THING. ONCE OUTSIDE, HE DID IT AGAIN...

THE SCORPION! HE'S UPSTAIRS! CAME IN THRU THE WINDOW!

HOW? WE'VE GOT MEN ON THE ROOF.

HE GOT PAST THEM. HURRY, THEY NEED YOU. EVERY SECOND COUNTS.

WHAT'RE WE WAITING FOR? LET'S MOVE IN.

AGNELLI, YOU STAY AND LOOK AFTER MR. JAMESON.

RIGHT, BERNIE. DON'T WORRY, I WON'T LET 'IM OUT OF MY SIGHT.

TAXI

JUST STAY COOL, MR. J, YOU'LL BE AL--

MR. J? WHERE ARE YOU? WHAT HAPPENED?

HOLY COW! THE GUY MUST BE A GHOST!

27

RIGHT ABOUT THEN, I'D HAVE WISHED **SCORPY** WAS A GHOST--

MAYBE HIS TAIL WOULDN'T HAVE STUNG SO BAD.

DUNNO WHAT'S KEEPIN' YOU GOING, WALL-CRAWLER--

--BUT IT AIN'T GONNA KEEP YOU MUCH LONGER.

NO!

IT FINALLY DAWNED ON MARLA THAT HER APARTMENT WASN'T THE HEALTHIEST PLACE TO BE.

I'VE GOT TO REACH THE DOOR.

TRYIN' TO MAKE A GETAWAY, HUH?

BUT SHE BUMPED INTO A TABLE IN THE DARK...

KTHAK!

HEARING THE NOISE, THE SCORPION THOUGHT IT WAS ME...

CRASH

...AND HE ACTED ACCORDINGLY.

I'M NOT DONE WITH YOU YET.

MY ARM!

SHE WAS LUCKY. HE JUST GRAZED HER.

BUT THE NEXT TIME COULD BE THE LAST.

IT DIDN'T TAKE A GENIUS TO KNOW WHAT MY NEXT STEP HAD TO BE...

I'VE GOT TO GET HER OUT OF HERE-- SOMEHOW.

BUT THE CREEP WITH THE TAIL HAS OTHER IDEAS.

28

A SPLIT-SECOND LATER, IN THE DARK AGAIN, I HAD MY CHANCE.

JUST TIME TO GRAB HER AND SKEEDADDLE.

SPIDEY-SPEED, DON'T FAIL ME NOW!

NATURALLY, HE SPOTTED US AS WE DUCKED OUT THE WINDOW.

COME BACK, YA CHICKEN-LIVERED YELLABELLY.

HEY, IT'S HARD TO RESIST SUCH A WARM INVITATION.

BUT I'LL FORCE MYSELF.

THERE'S NO PLACE YA CAN GO WHERE I CAN'T FOLLOW.

BOY, YOU SURE TAKE TAKE THE FUN OUTTA WEB-SWINGING.

IF ONLY I FELT AS COOL AS I TRIED TO SOUND.

FOR THOSE OF YOU WHO GET DIZZY WHEN YOU'RE UP TOO HIGH, HERE'S WHAT WAS HAPPENING DOWN BELOW...

I DID IT! I EDGED MYSELF OFF THE HOOK.

BUT I'M STILL HELPLESS WITH THIS STRAIT-JACKET ON.

GOT TO GET IT OFF--SOMEHOW.

OVER THERE--THAT JAGGED CONCRETE. THAT'S THE ANSWER.

YOU HAD TO HAND IT TO THE GUY...

HE SCRAPED OFF PAINFUL SLIVERS OF SKIN ALONG WITH THE JACKET...

MUST KEEP RUBBING--NO MATTER --HOW IT HURTS.

BUT HE DIDN'T LET IT STOP HIM.

FINALLY, HE DID IT. AND THEN...

THOSE SMASHED DOORS. THE SCORPION MUST HAVE CRAWLED UP THE SHAFT.

I'LL HAVE TO USE THE STAIRS.

I JUST PRAY--IT'S NOT TOO LATE.

29

I WASN'T EXACTLY SURE WHERE JOHN JAMESON WENT AFTER THAT.

BUT I HAD MY OWN PROBLEMS.

YOU WON'T ESCAPE ME.

HEY, NO HARM TRYING.

THIS'LL STOP YA.

AND THEN, TERROR STRUCK.

NO, THE TERROR WASN'T MY FEAR OF BEING HIT. IT WAS FAR WORSE...

IF I DODGE IT, IT'LL FALL TO THE CROWDED STREET BELOW.

PEOPLE WILL DIE!

BUT I CAN'T LET IT HIT US.

I HAD ONLY A MICRO-SECOND IN WHICH TO ACT.

TO THIS DAY, I DON'T KNOW IF I THOUGHT QUICKLY OR JUST MOVED BY REFLEX ACTION...

BUT I MANAGED TO KICK THE SLAB INTO LITTLE PIECES...

...WHICH FELL HARMLESSLY TO THE STREET BELOW.

LOOK!

AND WOULDN'T YOU KNOW WHO'D BE DOWN THERE IN A TAXI...

IT'S THE WEB-SLINGER --CARRYING MARLA!

THE SCORPION MUST BE AFTER THEM! STEP ON IT! DON'T LET 'EM GET AWAY!

ME GIT MIXED-UP WITH TWO BATTLIN' SUPER-GOONS? NO WAY, MAC.

I'LL GIVE YOU A HUNDRED BUCKS, CASH!

FASTEN YER SEAT-BELT!

30

WHEN I HEARD ABOUT IT LATER, I COULDN'T BELIEVE IT. JJ SHELLING OUT HARD CASH JUST 'CAUSE THE LADY HE LOVED WAS IN DANGER!

NEXT THING YOU KNOW, HE'D START TIPPING CABBIES AND WAITERS.

MARLA! SHE'S WAKING UP!

AT LEAST I WON'T HAVE TO FIGHT THE SCORPION WITH MY ARMS FULL.

SPIDER-MAN! WHAT HAPPENED? HOW DID WE--?

NO TIME FOR AN INSTANT REPLAY, LADY.

JUST GET DOWN THESE STAIRS, FAST-- DON'T STOP FOR ANY-THING.

SURE, I COULD HAVE SPLIT, TOO. BUT I WAS THROUGH RUNNING.

HAH! I CAUGHT YA.

YOU'VE GOT THAT BACK-WARDS, TURKEY.

THIS TIME I'M NOT WORRIED ABOUT ANYONE ELSE GETTING HURT!

IT'S JUST THE TWO OF US-- AND THAT'S ONE TOO MANY FOR ME!

ZAKK!

SO HERE'S WHERE I WHITTLE DOWN THE NUMBERS.

BUT IF I EX-PECTED A FAIR FIGHT FROM SCORPY, I NEEDED A LOBOTOMY.

I CAN ALWAYS BEAT YOU, Y'KNOW WHY?

A SECOND LATER, HE SHOWED ME...

YOU CAN'T STAND BY AND SEE INNOCENT PEOPLE GET HURT.

ME, I COULDN'T CARE LESS.

HE WAS RIGHT. HE KNEW I'D BREAK OFF THE FIGHT TO SAVE THE PEOPLE BELOW AGAIN.

THE STREET'S AS CROWDED AS EVER. ONLY ONE WAY TO STOP THAT COR-NICE FROM FALL-ING...

THWIPP!

CAN'T WORRY ABOUT THE SCORPION NOW--AND HE KNOWS IT.

SO THERE I WAS, STRAINING MY HEROIC LITTLE HEART OUT, WHILE THAT TAIL-WAVING TROGLODYTE GLOATED.

I'LL GET HER ON THE STREET BELOW, AND NO WAY YOU CAN HELP 'ER.

YOU CAN'T LET GO TILL YOU SHORE THAT UP.

I COULD ONLY WATCH AS HE LEAPED DOWN TOWARDS MARLA...

31

I SAW WHAT WAS HAPPENING, BUT THERE WAS NOTHING I COULD DO.

FINALLY, JUST AS I WEBBED THE WALL BACK IN PLACE, JAMESON'S TAXI REACHED THE SCENE...

MARLA! IT'S ME, JONAH! I'M HERE! I'LL SAVE YOU!

BUT THE LADY NEEDED A LOT OF SAVING.

IT'S OVER. THERE'S NO PLACE YOU CAN RUN.

WHAT-- ARE YOU GOING TO DO?

NOTHING! HE'LL DO NOTHING. I'M HERE NOW. IT'S ME HE WANTS, NOT YOU.

JAMESON!

LET HER GO. SHE'S DONE NOTHING. YOU MUSTN'T HURT HER-- YOU CAN'T!

I CAN DO ANYTHING. I'M THE SCORPION. BUT YOU --YOU'RE THE ONE WHO TURNED ME INTO A FREAK.

YOU'RE THE ONE WHO'S GONNA PAY FIRST.

PAY? I'VE BEEN PAYING FOR YEARS. WHO DO YOU THINK PAID FOR YOUR DOCTORS, FOR THE SANITARIUM?

I'VE EVEN SET UP A FUND TO REPAY YOUR VICTIMS.

SO, IT WAS YOU!

I KNOW I WAS RESPONSIBLE YEARS AGO. THAT'S WHY I'LL PAY YOU WHATEVER IT TAKES --

YOU FOOL! DO YOU THINK MONEY ALONE CAN GET YOU OFF THE HOOK?

YOU MADE ME A FREAK! WHAT'S THE PRICE FOR THAT, JAMESON?!!

MONEY MEANS NOTHING. WITH MY STRENGTH, MY POWER, I CAN TAKE WHAT I NEED. THE ONLY PAYMENT I WANT FROM YOU IS --

YOUR LIFE!

DAD!

AND THE LIFE OF ANYONE YOU CARE ABOUT-- STARTING WITH HER.

RUN, JONAH! LEAVE ME, DARLING! YOU CAN STILL GET AWAY!

32

NO, MARLA-- IT'S ME HE WANTS. HE'LL LET YOU GO NOW THAT HE HAS ME-- ISN'T THAT RIGHT, GARGAN?

NO! I WON'T LEAVE YOU, JONAH!

MARLA--!

THEY'D EACH GIVE THEIR LIFE-- FOR THE OTHER.

I-- NEVER REALIZED--

--THEIR LOVE IS SO STRONG.

THEY MUSTN'T DIE! THEY CAN'T! I WON'T LET THEM!

WELL, IF IT AIN'T THE PRODIGAL SON!

JOHN!

PERFECT! I GOT YA ALL. IT'S JUST WHAT I WANTED.

I'LL BE A NICE GUY, JAMESON. I'LL GIVE YA A CHOICE.

ONE OF THEM CAN LIVE! THE OTHER'S GOT TO DIE!

IT'S UP TO YOU! WHO LIVES? WHO DIES?

THE LADY?

OR YER CREEPY SON?

I AIN'T GOT ALL DAY.

WHICH--

ONE--

DIES?

ME! TAKE ME. I'M THE ONE YOU WANT.

MARLA AND MY SON HAVE DONE NOTHING TO YOU-- NOTHING.

LET THEM GO--DON'T HURT THEM. JUST TAKE ME.

THANKS, JAMESON. I NEEDED THAT. I BEEN WAITIN' YEARS FOR THIS MINUTE.

BUT YER DUMBER THAN YA LOOK IF YOU THINK I'D LET ANYONE WALK OUTTA HERE ALIVE.

MAYBE I'LL SAVE YOU FER LAST.

GO ON, BEG. IT'S MUSIC T'MY EARS.

NO!

I'M THE SCORPION! I GOT THE POWER OF LIFE AN' DEATH.

AND THIS IS WHERE I'M GONNA USE IT!

IF THERE'S ONE THING I HATE, IT'S A HAMMY BAD GUY!

THWIPP!

THE ONLY REVENGE YOU'LL GET IS TALKING YOUR VICTIMS TO DEATH!

MY EYES! CAN'T SEE!

THAT'S THE IDEA, DUMMY.

QUICK! NOW'S OUR CHANCE.

SURPRISED, SCORPY? HEY, YOU DIDN'T THINK IT WOULD TAKE ME FOREVER TO SHORE UP ONE LITTLE HUNK OF WALL, DIDJA?

THAT'S IT. KEEP MOVING. DON'T STOP FOR ANYTHING.

WHY COULDN'T YOU HAVE TAKEN 'EM TO THE MIDDLE OF TIMES SQUARE INSTEAD OF A LONELY ALLEY?

US FRIENDLY NEIGHBOR-HOOD SPIDER-MEN LOVE AN AUDIENCE WHEN WE COME ON LIKE GANG-BUSTERS.

ACTUALLY, I'M NOT OLD ENOUGH TO REMEMBER THE GANGBUSTERS RADIO SHOW, BUT UNCLE BEN USED TO TALK ABOUT IT. JUST THOUGHT YOU'D LIKE TO KNOW.

34

THIS WAS ONE FIGHT I'LL NEVER FORGET. JUST BETWEEN US, I ENJOYED EVERY MINUTE OF IT.

IT'S JUST YOU 'N ME NOW, SCORPY. ISN'T THAT COZY?

IT AIN'T FAIR. I CAN'T SEE THRU YER CRUMMY WEBBING.

CRUMMY? HEY, MAN, DO YOU KNOW WHAT THAT STUFF COSTS THESE DAYS?

--EVEN WITH MY PROFESSIONAL DISCOUNT.

AND *YOU'RE* TALKING ABOUT FAIR?!!

I KNEW THAT THE MORE I GOADED HIM, THE MORE HE'D LOSE CONTROL!

ONE THING YOU NEVER WANNA DO IS FIGHT A CALM, CLEAR-THINKING SCORPION.

HOLD STILL, PLAY-MATE. I'LL HELP YOU GET THE WEBBING OFF.

A FEW SOLID WHUMPS TO YOUR JAW OUGHTTA LOOSEN IT.

DON'T BOTHER, FUNNY MAN. I DID IT.

IT WAS ONLY STUCK ONTO MY MASK.

WOW! NOW I REMEMBER WHY YOU WORE A MASK.

WHERE DO YOU BUY YOUR UGLY-PILLS?

KEEP TALKIN'. YOU WON'T BE ABLE TO MUCH LONGER.

UH, UH! GOTTA BE FASTER'N THAT TO SWAT A SPIDER.

HEY, THIS IS A GREAT BEAT! WE COULD BE ON M/TV!

ZOK!

ZOK!

ZOK!

ZOK!

35

IT DON'T MAKE SENSE. I'M BIGGER THAN YOU, STRONGER THAN YOU. HOW D'YA KEEP GOIN'?

YOU LEFT OUT THE MOST IMPORTANT THING--YOU'RE SLOWER THAN ME.

MENTALLY, TOO, KNOT-HEAD!

ANYWAY, SO WHAT IF YOU'RE STRONGER? I'M NOT EXACTLY A 98-POUND WEAK-LING.

I KNEW I COULDN'T KEEP DODGING HIM FOREVER, SO I PUT EVERYTHING I HAD INTO THAT ONE WHUMP, FIGURING IT WOULD FINISH HIM.

DIDJA EVER HAVE A DAY WHEN NOTHING WENT RIGHT?

ARRGHHH

THAT SINKS IT! THERE'S ONLY ONE WAY TO BEAT HIM.

THIS WAS THE ANSWER. KEEP HIM ON THE OFFENSIVE. LET HIM USE HIS OWN STRENGTH TO WEAR HIMSELF OUT.

AND PRAY HE DIDN'T CONNECT BEFORE IT WAS OVER.

MY HEAD! WH-WHAT HAPPENED? STAY BACK. I-I'LL GET YA YET.

HE'S WEAKENING. EVEN HIS TAIL IS SLOWER THAN BEFORE.

I HAVE TO MAKE MY PLAY NOW, BEFORE HE CAN GET HIS SECOND WIND.

I WUZ DUMB. I LET YA RUN RINGS AROUND ME--YA WORE ME OUT. BUT NOT ANYMORE.

NOW I'LL MAKE YA COME TO ME. AND WHEN YOU DO, I'LL--

YOU'RE DOIN' IT AGAIN, SCORPY--MAKIN' SPEECHES.

YOU SURE YOU'RE NOT A DEFROCKED POLITICIAN?

36

I NEVER LET HIM KNOW IT, BUT I WAS ALMOST AS TIRED AS HE WAS. I KNEW THIS WOULD BE MY LAST CHANCE. IT HAD TO BE GOOD.

WOK!

IT WAS.

SINCE WE HAD SHARED SO MANY INTIMATE MOMENTS TOGETHER, I FIGURED THE LEAST I COULD DO WAS LEAVE MY CALLING CARD.

I HATE TO FIGHT AND RUN, SKINHEAD, BUT YOU'VE TURNED INTO A REAL PARTY POOPER.

Courtesy of your Friendly Neighborhood Spider-Man

A FEW SECONDS LATER, THE LAW ARRIVED AND CARTED SCORPY AWAY. THEY DIDN'T SEE ME HIDING 'WAY UP ON THE CEILING. IT'S JUST AS WELL.

I'D PROBABLY HAVE BEEN STUCK WITH A BILL FOR THE BUSTED FURNITURE.

IT'S OVER, MARLA. WE'RE SAFE NOW.

JONAH, IF ANY-THING HAD HAPPENED TO YOU...

CONGRATULA-TIONS, MR. J. YOU'VE GOT ONE SPUNKY LADY.

37

CAPTAIN, WHAT ABOUT SPIDER-MAN?

WHAT ABOUT HIM? HE STOPPED A BANK ROBBERY, SAVED A FEW LIVES, AND DELIVERED THE SCORPION TO US.

AND HE'S NOT EVEN ON THE PAYROLL.

NOW THAT'S MY KIND'A CAPTAIN.

WHEN JONAH'S WEDDING DAY ROLLED AROUND, I WEB-SWUNG OVER TO RIB HIM A LITTLE. BUT, WHEN I REACHED HIS WINDOW, I GOT THE FEELING THIS WASN'T THE RIGHT TIME.

YOU SENT FOR ME, DAD?

YES, JOHN. I WANTED TO HAVE A TALK WITH YOU BEFORE THE CEREMONY.

SURE. WHAT-EVER YOU SAY.

NO, SON. IT'S WHATEVER *YOU* SAY. THINGS HAVEN'T ALWAYS BEEN PERFECT BETWEEN US. I-- WANT TO CHANGE THAT.

HEY, THERE'S NOTHING TO CHANGE.

Y'KNOW, YOU NEVER COULD TIE A BOWTIE.

ABOUT MY MARRIAGE TO MARLA-- I LOVE HER, JOHN.

I KNOW THAT NOW. AND I KNOW YOU'LL BOTH BE GOOD FOR EACH OTHER.

IT ISN'T AS THOUGH YOU MEAN ANY LESS TO ME, SON. YOU KNOW HOW I FEEL ABOUT YOU.

I DO NOW. I SHOULD HAVE KNOWN ALL THE TIME.

YOU-- HAD PROBLEMS BEFORE.

BUT YOU'RE ON THE ROAD TO RECOVERY NOW. AND I JUST WANTED TO TELL YOU THAT I HOPE-- I WISH --THAT ONE DAY YOU'LL FIND SOMEONE LIKE MARLA--

SOMEONE WHO'LL MAKE YOU HAPPY-- AS HAPPY AS SHE MAKES ME.

I LOVE YOU, SON. DON'T EVER DOUBT IT. DON'T EVER FORGET IT.

I LOVE YOU, TOO, DAD. MAY-BE I NEVER REALIZED HOW MUCH --UNTIL NOW.

AND THERE'S SOMETHING ELSE I'VE GOT TO TELL YOU...

I'M PROUD OF YOU, DAD. TO ME YOU'RE THE BEST-- AND YOU ALWAYS WILL BE.

JOHN, MY SON...

JONAH, IT'S TIME. EVERYONE'S WAITING FOR THE GROOM.

I'M COMING, ROBBIE.

AND SO IS-- MY BEST MAN.

38

WELL, THERE'S REALLY NOT MUCH MORE TO SAY. IT MUST BE TRUE LOVE, 'CAUSE I NEVER THOUGHT OL' JJ WOULD FOOT THE BILL FOR SO MANY GUESTS. MARLA LOOKED TERRIFIC, AND JONAH DIDN'T LOOK ANY WORSE THAN USUAL. EVERYONE WHO WAS ANYONE WAS THERE, INCLUDING YOURS TRULY.

OH, ONE LAST THING. I REALLY SHOULDN'T TELL YOU THIS, BUT WHEN THE CEREMONY FINALLY STARTED, NOBODY HAD MORE TEARS TRICKLING DOWN HIS CHEEKS THAN YOUR OWN FRIENDLY NEIGHBORHOOD SPIDER-MAN.

DEARLY BELOVED, WE ARE GATHERED HERE...

SEE? IF GROUCHY OLD MEN CAN FIND LOVE, THERE'S HOPE FOR US ALL!

FIN

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

F/R

SPIDER-MAN tm

"THE CHALLENGE OF HOBGOBLIN!"

ARE YOU ALL RIGHT, MAY?

MAY--?

STAN LEE IS PROUD TO PRESENT
TOM DeFALCO--WRITER
RON FRENZ -- PENCILER
JOE RUBINSTEIN & BRETT BREEDING -- FINISHERS
JOE ROSEN -- LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH--EDITOR
JIM SHOOTER--EDITOR-IN-CHIEF

I KNOW IT'S NONE OF MY BUSINESS, DEAR LADY, BUT IT'S OBVIOUS THAT SOMETHING'S TROUBLING YOU! YOU'VE SPENT MOST OF THIS PAST WEEK ALONE IN YOUR ROOM, AND THAT'S NOT LIKE YOU.

PERHAPS A FRIENDLY FACE AND A SPOT OF TEA WILL HELP YOUR SPIRITS.

THAT'S VERY THOUGHTFUL OF YOU, ARTHUR.

NOT AT ALL! IT NEVER HURTS TO BE NICE TO ONE'S LANDLADY.

BESIDES, I HAVE AN ULTERIOR MOTIVE. I WANT TO KNOW WHAT'S WRONG.

HAVE YOU BEEN THINKING ABOUT *PETER*, AGAIN? WHY DON'T YOU PHONE THE BOY?

MY NEPHEW AND I HAVE NOTHING TO DISCUSS.

YOU'RE STILL ANGRY BECAUSE HE DROPPED OUT OF COLLEGE, AREN'T YOU?

THIS DOESN'T CONCERN YOU, ARTHUR CHEKOV!

YOU DON'T UNDERSTAND, NO ONE DOES...

EVER SINCE HE WAS A CHILD PETER DREAMED OF A CAREER IN SCIENCE. HE OWED IT TO HIMSELF TO ACCOMPLISH THAT DREAM!

IT WAS HIS RESPONSIBILITY!

BUT HE QUIT' DROPPED OUT! TURNED HIS BACK ON HIS OWN FUTURE!

AREN'T YOU BEING A LITTLE HARSH, MAY? DON'T YOU OWE IT TO HIM TO HEAR HIS SIDE OF THE STORY?

AFTER ALL, THINGS AREN'T ALWAYS WHAT THEY APPEAR.

I KNOW YOU FEEL HURT! BETRAYED--!

BUT, YOU SHOULD KNOW YOUR NEPHEW BETTER THAN THAT! THE BOY LOVES YOU! HE WOULDN'T HURT YOU FOR THE WORLD!

IN FACT, PETER'S SUCH A GENTLE BOY, I SERIOUSLY DOUBT...

2

"...THAT HE WOULD EVER INTENTIONALLY HURT ANYONE!"

FWAMM!

THAT WAS TO SHOW YOU GUYS THAT I MEAN BUSINESS!

THE REST OF YOU COULD SAVE A FORTUNE IN DENTAL CARE BY SURRENDERING NOW!

GET 'IM!

RIP THAT WALL-CRAWLIN' CREEP APART!

OH! SO THAT'S THE WAY YOU WANT IT, HUH?

ALL RIGHT, BUT DON'T GO BLAMING ME WHEN YOUR GROUP INSURANCE RATES GO UP!

FWAK!

BWOP!

KWAM!

UFF- I MISSED HIM AGAIN!

DON'T TAKE IT SO HARD, BUCKO! AFTER ALL, IT ISN'T EASY TO HIT A MAN WITH THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER!

BUT THEN, AS THE SPECTACULAR WEB-SPINNER SOMERSAULTS FORWARD...

THAT WAS A REAL NICE MOVE, WEBS!

A SHAME IT PUT YOU RIGHT IN MY SIGHTS!

EVEN AS THE GUNMAN'S FINGER TIGHTENS ON HIS TRIGGER, SPIDER MAN REGAINS HIS FOOTING...

...AND THEN, TAPS TWICE ON A WAFER-THIN BUTTON HIDDEN BENEATH THE PALM OF HIS GLOVE...

BUT...

PLOOTZZZ!

?!?

OH, NO! OF ALL THE TIMES FOR MY WEB-SHOOTERS TO GUNK UP!

BLAM!

I DON'T BELIEVE IT--!

I HAD HIM DEAD-TO-RIGHTS, AND HE STILL MANAGED TO LEAP TO SAFETY!

3

THIS IS REAL EMBARRASSING! I CAN FEEL THE WEBBING HARDENING AROUND MY HAND, AND THERE ISN'T A DARNED THING I CAN DO ABOUT IT!

PWAK!

THUMP!

I ALREADY KNOW FROM PAST EXPERIENCE THAT I'D BE WASTING MY TIME IF I TRIED TO RIP THROUGH IT! IT'S TOO STRONG FOR EVEN MY SPIDER-STRENGTH!

FWOOSH!

I GUESS I'LL JUST HAVE TO WAIT AN HOUR UNTIL IT DISSOLVES BY ITSELF!

I HOPE IT DOESN'T UPSET MY TIMING AND THROW OFF MY BALANCE...

BWUNK!

...IN THE MEANTIME!

MOMENTS LATER...

HHM! LOOKS LIKE THE SMALL FRY ARE ALL PRESENT AND ACCOUNTED FOR, BUT WHERE'S THE HEAD HONCHO? HE'S THE ONE I REALLY WANTED TO SEE...

THWIP!

AH-HA!

HEL-LO DERE, MR. SANTELLIO! HOW'S MY FAVORITE NEIGHBORHOOD BOOKIE DOING TODAY?

FIX ANY RACES LATELY? WHAT'S THE POINT SPREAD ON SUNDAY'S JETS/STEELERS GAME?

PLEASE DON'T HIT ME! I'M NOT A WELL MAN!

IF THAT'S TRUE, IT'S TIME YOU STARTED THINKING ABOUT RETIREMENT!

AFTER ALL, THE ATTORNEY GENERAL HAS ALREADY DETERMINED THAT RUNNING AN ILLEGAL BETTING PARLOR CAN BE DANGEROUS TO YOUR HEALTH!

BUT YOU DON'T HAVE TO WORRY ABOUT THAT NOW! I'M NOT HERE TO HURT YOU!

POSSESSING THE UNCANNY ABILITY TO STICK TO ANY SURFACE, SPIDER-MAN PRESSES HIS FINGERTIPS AGAINST SANTELLIO'S BACK...

AND...

÷URKK!÷

CAN WE TALK NOW?

THE WORD IS ALL OVER THE STREET THAT THE *HOBGOBLIN* PAID YOU A LITTLE VISIT LAST WEEK!*

WHY?

*LAST ISSUE TO YOU--DANNY.

HE... HE'S TRYING TO MUSCLE IN ON MY ACTION! WANTS 10% OF MY WEEKLY TAKE!

I REALLY CAN'T AFFORD TO FAY HIM, BUT WHAT CHOICE HAVE I GOT? HE'LL KILL ME IF I DON'T!

DOES THE HOBGOBLIN COLLECT THE MONEY HIMSELF?

NO, HE HAS SOME PEOPLE WHO DO IT FOR HIM. I'VE SEEN THEM AROUND BEFORE. THEY WORK FOR *THE ROSE!*

THE ROSE? WHAT'S HIS CONNECTION WITH HOBGOBLIN?

A FEW MOMENTS LATER...

TA-*TA*, SANTELLIO! THANKS FOR THE INFO!

HEY! YOU CAN'T LEAVE ME ALL WEBBED UP LIKE THIS!

CAN'T I? JUST WATCH ME...

MAYBE SANTELLIO *SHOULD* RETIRE! HE CERTAINLY DOESN'T SEEM TO HAVE THE RIGHT DISPOSITION FOR A LIFE OF CRIME!

UH-OH! SOMETHING TELLS ME I'D BETTER KEEP MY MIND ON THE BUSINESS AT HAND!

WEB-SWINGING IS REAL AWKWARD WHEN YOU CAN ONLY USE ONE HAND!

5

I GUESS IT'S MY FAULT THAT WEB-SHOOTER BACKFIRED ON ME!

THESE THINGS NEED A LOT OF MAINTENANCE TO PREVENT THEM FROM CLOGGING UP, AND I JUST HAVEN'T BEEN PUTTING THE TIME IN ON THEM LATELY!

WHY SHOULD I? FOR THE PAST FEW MONTHS, I'D BEEN WEARING THAT NEW BLACK COSTUME WHICH I PICKED UP ON THE BEYONDER'S PLANET!*

IT CAME EQUIPPED WITH ITS OWN BUILT-IN PAIR OF WEB-SHOOTERS, SO I LET MY OLD ONES FALL INTO DISREPAIR...

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES--DANNY.

BUT THAT WAS BEFORE I LEARNED THAT THE COSTUME WAS REALLY A LIVING CREATURE WHICH WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO MY BODY!

I WOULD HAVE BEEN TRAPPED WITHIN IT FOREVER, IF IT HADN'T BEEN FOR REED RICHARDS!*

THANKFULLY, IT'S SAFELY LOCKED AWAY IN FANTASTIC FOUR HEADQUARTERS WHERE IT CAN NEVER BOTHER ME AGAIN!

*SEE ISSUE #258--DANNY.

I DON'T KNOW WHY I'M EVEN THINKING ABOUT IT, WHEN I HAVE SO MANY MORE IMMEDIATE PROBLEMS TO WORRY ABOUT...

MY RELATIONSHIP WITH THE BLACK CAT HAS BEEN ON THE ROCKS EVER SINCE I LEARNED THAT SHE'S BEEN KEEPING SOME VERY IMPORTANT SECRETS FROM ME*...

...I HAVEN'T FOUND A WAY TO MAKE PEACE WITH AUNT MAY...

THWIPP!

...AND I'M STILL ADJUSTING TO THE FACT THAT MARY JANE WATSON KNOWS MY SECRET IDENTITY!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN--DANNY.

6

GOSH, MY LIFE SURE HAS BEEN COMPLICATED LATELY!

AND I'VE GOT A HUNCH THINGS ARE ABOUT TO GET WORSE! MUCH WORSE!

ESPECIALLY IF A MAJOR CRIMELORD LIKE THE ROSE HAS REALLY JOINED FORCES WITH THE HOBGOBLIN!

EVEN ALONE, HOBGOBLIN IS ONE OF MY MOST DANGEROUS ENEMIES!

HE'S TOTALLY RUTHLESS!

THE GUY POSSESSES SUPER STRENGTH WHICH IS ON A PAR WITH MY OWN, AND HE USES THE DEADLY WEAPONRY OF THE ORIGINAL GREEN GOBLIN, NORMAN OSBORN...

...WHO WAS THE FATHER OF MY BEST FRIEND, HARRY!

THE HOBGOBLIN WAS USING OSBORN'S OLD JOURNALS TO UNLOCK THE SECRETS OF THE GREEN GOBLIN'S POWERS AND WEAPONRY!

THOSE JOURNALS WERE DESTROYED THE LAST TIME WE FOUGHT, BUT THE HOBGOBLIN MANAGED TO GET AWAY!

IF HE HURTS ANYONE, IT'S MY FAULT... MY RESPONSIBILITY!

I'VE GOT TO FIND HIM! GOT TO STOP HIM, BUT HOW--?!

HOW--?!

I DON'T EVEN KNOW WHERE TO BEGIN LOOKING FOR HIM!

7

ELSEWHERE, AT THAT VERY MOMENT...

SNIP!

ALL THE ARRANGEMENTS HAVE BEEN MADE, MY FRIEND.

EVERYTHING WILL PROCEED ACCORDING TO YOUR PLAN.

EXCELLENT, ROSE!

I KNOW THAT THE MISSION YOU'RE ABOUT TO EMBARK ON IS VERY IMPORTANT TO YOU, HOBGOBLIN!

I WISH YOU LUCK.

BAH! ONLY FOOLS AND CHILDREN BELIEVE IN LUCK!

F F

I AM THE HOBGOBLIN! I HAVE SKILL! POWER--!

LET LESSER MEN PRAY FOR LUCK!

HEY, BOSS! HOW MUCH LONGER ARE WE GONNA PUT UP WITH THAT JERK?

BE PATIENT, MR. JOHNSTON.

THE HOBGOBLIN MAY BE A BIT OUTLANDISH...IN COSTUME AS WELL AS MANNER...BUT HE IS A MOST IMPORTANT ALLY.

"WITH HIS AID, I SHALL SLOWLY SEIZE CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY...

"OUR GANG WILL GROW IN POWER AND INFLUENCE, UNTIL I AM A FIT RIVAL FOR THE KINGPIN OF CRIME HIMSELF!

"ONLY THEN, WILL THE HOB-GOBLIN HAVE SERVED HIS PURPOSE. AND, ON THAT DAY...

"...HE SHALL DIE!"

8

JUST THEN, IN MIDTOWN MANHATTAN...

HAVE TO HURRY! I WAS SUPPOSED TO MEET LIZ AND HARRY OVER FIVE MINUTES AGO!

I ENVY THOSE TWO! THEY'RE SO HAPPY TOGETHER!

MARRIED LIFE CERTAINLY SEEMS TO AGREE WITH THEM, AND THEY'RE BOTH EXCITED ABOUT BECOMING PARENTS!

I JUST HOPE NOTHING CROPS UP TO SPOIL THEIR HAPPINESS!

WELL, WELL, LOOK WHO FINALLY DECIDED TO SHOW UP!

HI, LIZ! HARRY! I HOPE YOU HAVEN'T BEEN WAITING LONG!

THE GARDEN RESTAURANT

NOT AT ALL, MARY JANE! WE'VE BEEN WINDOW-SHOPPING!

I'M AFRAID LIZ'S LITTLE LUNCHEON IS GOING TO END UP COSTING ME A LOT MORE THAN I BARGAINED FOR!

I'M SURE YOU CAN AFFORD IT, HARRY!

MY, MY, YOU'RE SHOWING A LOT MORE THAN THE LAST TIME I SAW YOU!

=GIGGLE= I SHOULD HOPE SO--! THE BABY'S DUE ANY DAY NOW!

ENJOY YOUR LUNCH, LADIES! I'LL MEET UP WITH YOU AFTER I'VE SEEN TO SOME WORK IN THE OFFICE.

THAT'S HER--!

SHE'S THE ONE WE WANT!

I'M SORRY HARRY COULDN'T JOIN US TODAY!

SO AM I! HE COULD USE A BREAK! HE'S BEEN WORKING SO HARD LATELY...

THEY'RE ENTERING THE RESTAURANT! WHEN DO WE MAKE OUR MOVE?

SOON...

THE GARDEN RESTAURANT

9

MEANWHILE, NOT FAR AWAY, STANDS ONE OF NEW YORK CITY'S MOST FAMOUS LANDMARKS--

--THE **BAXTER BUILDING**, HEADQUARTERS OF THE **FANTASTIC FOUR!**

INSIDE ONE OF THE MANY LABORATORIES THAT FILL THIS MADISON AVENUE COMPLEX...

...THE ALIEN **ENTITY**, WHICH HAD BEEN SPIDER-MAN'S COSTUME, DESPERATELY SEARCHES FOR A MEANS TO ESCAPE ITS PRISON...

SUDDENLY, THE ENTITY DETECTS ANOTHER'S PRESENCE...

...YOUNG FRANKLIN RICHARDS!

I'D BETTER GET MY BALL BEFORE DADDY SEES ME. HE DOESN'T LIKE ME PLAYING NEAR HIS LAB'TORIES!

FOR A LONG MOMENT, THE ENTITY STUDIES THE FIVE YEAR OLD BOY! AND THEN, A PLAN IS FORMED--!

OH--!

CATCHING THE CHILD'S GAZE, THE ENTITY ATTEMPTS TO REACH HIS MIND--

--TO SEIZE CONTROL OF HIS YOUNG WILL!

BUT THEN, EVEN AS THE ENTITY INCREASES HIS MENTAL ASSAULT--

--CERTAIN PSYCHIC BARRIERS BEGIN TO CRUMBLE--

--TO FAIL!

AND, SUDDENLY, THE ENTITY SENSES SOMETHING BEING RELEASED WITHIN THE BOY...

...SOMETHING HORRIBLE! UNCONTROLABLE--!

HOWEVER, JUST THEN...

THERE YOU ARE, FRANKLIN! MOMMY'S BEEN LOOKING ALL OVER FOR YOU! IT'S TIME TO GO HOME TO BELLE PORTE! FRANKLIN--?

ARE YOU FEELING ALL RIGHT, HONEY?

MOMMY...

MY... HEAD HURTS, MOMMY!

OH, DEAR! I HOPE YOU'RE NOT COMING DOWN WITH SOMETHING!

DOES SOME UNNAMED PIECE OF LABORATORY EQUIPMENT CHOOSE TO HUM AT THAT PRECISE MOMENT--

--OR DOES THE ALIEN ENTITY BREATHE AN AUDIBLE SIGH OF RELIEF AS YOUNG FRANKLIN RICHARDS IS LED AWAY?

ONLY TIME WILL TELL...

ELSEWHERE...

I HAVEN'T WANTED TO WORRY LIZ NEEDLESSLY, BUT I'M AFRAID THAT *OSBORN MANUFACTURING* IS IN SERIOUS TROUBLE!

NO MATTER WHAT HAPPENS, LIZ AND I ARE PROTECTED. MY INHERITANCE GUARANTEES US FINANCIAL SECURITY--

OSBORN CORPORAT

--BUT THAT ISN'T THE POINT! MY FATHER BUILT THIS COMPANY FROM THE GROUND UP!

IT'S ONE OF HIS FEW WORTHWHILE ACCOMPLISHMENTS!

ONE OSBORN PLAZA

I'D HATE TO SEE IT ALL GO DOWN THE DRAIN!

AS A MEMBER OF THE BOARD OF DIRECTORS, IT'S MY JOB TO PROTECT OSBORN MANUFACTURING!

BUT, AS THE SON OF NORMAN OSBORN, I HAVE AN EVEN GREATER RESPONSIBILITY!

I'VE GOT TO FIND A WAY TO SAVE DAD'S COMPANY!

GOOD AFTERNOON, MR. OSBORN! I HOPE YOU'VE REMEMBERED TO NOTE TODAY'S DIRECTORS MEETING ON YOUR CALENDAR.

I'LL BE THERE, MENKEN.

BY THE WAY, HAVE YOU MANAGED TO SECURE THOSE REPORTS I ASKED ABOUT?

OSBORN MANUFACT

THEY'RE WAITING ON YOUR DESK, SIR!

THANK YOU, MENKEN, YOU'RE AS EFFICIENT AS EVER!

I'LL SEE YOU AT THE MEETING.

SOMETIME LATER...

THESE REPORTS CONFIRM MY WORST FEARS!

SOMEONE HAS BEEN BUYING UP HUGE BLOCKS OF OSBORN STOCK THROUGH A SERIES OF DUMMY COMPANIES!

11

IT'S AN OBVIOUS TAKE-OVER BID!

BUT WHY WOULD ANYONE GO THROUGH ALL THE TROUBLE AND EXPENSE OF SETTING UP SUCH A COMPLI-CATED BUSINESS MANEUVER?

MORE IMPORTANTLY, *WHO* IS THIS MYSTERIOUS SOMEONE WHO'S TRYING TO GAIN CONTROL OF MY FATHER'S COMPANY? WHAT DOES HE WANT?!

OH, DAD, I NEVER HAD YOUR COURAGE OR STRENGTH. I JUST DON'T KNOW WHAT TO DO, OR WHERE TO TURN...

SMAAAAssssHH!

OSBORN!

I'VE COME FOR THE JOURNALS! YOUR FATHER'S JOURNALS!

THE HOBGOBLIN--?!

B-BUT... YOU'RE *DEAD!*

12

UNFORTUNATELY, FOR YOUR SAKE, I AM QUITE ALIVE!

I AM SURE YOU KNOW THAT YOUR MAD FATHER KEPT RECORDS-- SECRET JOURNALS-- OF HIS EXPLOITS AS THE GREEN GOBLIN!

SPIDER-MAN DESTROYED MY COPIES --BUT NORMAN OSBORN WAS A CAUTIOUS MAN! HE MUST HAVE MADE *OTHER* COPIES!

I WANT THEM! *NOW!*

I...I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

DON'T PLAY ME FOR A FOOL, OSBORN! I'M CERTAIN YOU HAVE THOSE JOURNALS HIDDEN AWAY! BUT YOU'LL ONLY BE TOO GLAD TO AGREE TO *TRADE* THEM ONCE YOU HEAR WHAT I HAVE TO OFFER...

OH, NO!

WHAT KIND OF GREETING IS THAT, HOBBY? AREN'T YOU GLAD TO SEE ME?

WHAT ABOUT ALL THE FUN TIMES WE USED TO HAVE?! MY FAVORITE WAS WHEN YOU'D SMASH ME ACROSS THE FIST WITH YOUR JAW, JUST LIKE THIS--!

THOP

MY HUNCH WAS RIGHT! I KNEW HE'D COME AFTER HARRY SOONER OR LATER!

UH-OH! HE'S TENSING! GETTING READY TO STRIKE--!

SPIDER-MAN! I DIDN'T PLAN TO HAVE TO DEAL WITH YOU JUST YET! BUT, NO MATTER...

...THE HOBGOBLIN IS PREPARED FOR ANY EVENTUALITY!

÷SHEESH÷ NOT THE FINGER-BLASTERS, AGAIN!

BZAK!

WHY DON'T YOU COME UP WITH SOME NEW WEAPONRY?

13

AREN'T YOU TIRED OF USING THE GREEN GOBLIN'S OLD HAND-ME-DOWNS?!

WHAT'S WITH HARRY? WHY DOESN'T HE RUN FOR COVER?

MOVE IT, OSBORN! GET OUT OF HERE!

IT'S NO USE! HE'S FROZEN WITH FEAR!

I'LL HAVE TO TRY TO DIRECT THIS FIGHT SOMEWHERE ELSE!

AND, HERE COMES MY CHANCE--!

I DID IT! THE HOBGOBLIN DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD, AND FORCE HIM THROUGH THIS DOOR!

BRAKKK!

HI-HO, HOBBY!

FTASSH!

NOW, IF ONLY I CAN STEER HIM THROUGH THIS GLASS PARTITION, AND TOWARD THAT ROOM AT THE END OF THE HALLWAY--!

IT'S GOTTA BE A STOREROOM BY THE LOOK OF IT! WE CAN DUKE IT OUT WITHOUT WORRYING ABOUT INNOCENT BYSTANDERS!

THKAMM!

BLAST!

IT'S SOME KIND OF --

--MEETING ROOM!

WHAT THE --?!

I HOPE THESE TWO AREN'T STOCKHOLDERS!

14

GET OUT OF MY WAY, SPIDER-MAN! THERE'S NO PROFIT IN CONTINUING THIS FOOLISH BATTLE!

HE'S HEADED FOR THE WINDOW! I CAN'T LET HIM ESCAPE ME AGAIN--!

DON'T GO AWAY YET, HOBGOBLIN! I HAVE ONE LAST TRICK TO SHOW YOU!

SPWAK!

PRETTY NEAT, HUH?

DO YOU THINK I COULD PARLAY IT INTO A GUEST SHOT ON *THAT'S INCREDIBLE?*

KRE-ASH!!

≠UGNN≠

IF THAT DOESN'T GOAD HOBBY INTO STICKING AROUND, NOTHING WILL!

WHAT ARE YOU GUYS STILL DOING HERE?

≠*SHEESH*≠ DOESN'T ANYONE KNOW HOW TO CLEAR A ROOM IN PANIC ANYMORE?!

HEAD FOR THE FIRE EXITS, PEOPLE!

I'VE GOT A NASTY FEELING THAT THINGS ARE GOING TO GET PLENTY HOT AROUND HERE!

I HAD NO INTENTION OF FIGHTING YOU, SPIDER-MAN! I WOULD HAVE BEEN CONTENT TO LEAVE! TO LET YOU LIVE--!

NO MORE!

15

MEANWHILE, ACROSS TOWN...

DAILY BUGLE

...INSIDE THE EDITORIAL OFFICES OF THE MOST WIDELY READ NEWSPAPER IN THE CITY!

BRINGG

WHY DOESN'T HE ANSWER THE PHONE? HE'S SUPPOSED TO BE HOME!

SOMETHING WRONG, BETTY?

NOT REALLY, ANN! I WAS TRYING TO CALL MY HUSBAND, NED, BUT HE MUST HAVE STEPPED OUT!

I CAN'T IMAGINE WHERE HE COULD BE...

SAY, HAVE YOU HEARD THE LATEST--? JAMESON IS ALREADY BACK FROM HIS HONEYMOON! *

ONLY ONE WEEK, CAN YOU BELIEVE IT? HIS POOR WIFE! I WONDER IF THE OLD WALRUS EVEN BOTHERED TO...

* HE MARRIED MARLA MADISON IN THIS YEAR'S AMAZING SPIDER-MAN ANNUAL -- DANNY.

MACINTOSH--!

ULP

DON'T I PAY YOU A SALARY, YOUNG LADY?

YES, MR. JAMESON, SIR!

AND SHOULDN'T YOU BE WORKING TO EARN THAT SALARY?

YES, MR. JAMESON, SIR!

THEN, GET TO IT!

WHAT'S GOING ON OUT... OH, JONAH! I SEE YOU'RE RIGHT ON TIME FOR OUR DAILY BUDGET MEETING!

HOW WAS THE HONEYMOON?

GRRMBL

BETTY, DID YOU GET A PHOTOGRAPHER FOR THAT FEATURE STORY WE DISCUSSED EARLIER?

NOT YET, MR. ROBERTSON! I HAVEN'T BEEN ABLE TO REACH EITHER PETER PARKER OR LANCE BANNON!

THAT'S ODD! THOSE TWO ARE ALWAYS UNDERFOOT WHEN WE DON'T NEED THEM...

16

"...I WONDER *WHERE* THEY ARE NOW?!"

FWAMM!

EEK! THIS IS THE LADIES ROOM, YOU MANIACS!

I COULDN'T HAVE CHOSEN A MORE APPROPRIATE SITE FOR YOUR DEATH, SPIDER-MAN!

KEEP STRUGGLING! THAT WAY I'LL ENJOY MY EVENTUAL TRIUMPH ALL THE MORE!

SURE, PAL, *HAPPY* TO OBLIGE!

SWUK!

DON'T SAY A WORD!

I KNOW YOU'RE SMIRKING BENEATH YOUR MASK!

WHO ME? PERISH FORBID!

ENOUGH! I'VE SUFFERED MORE THAN ENOUGH AT YOUR HANDS! THIS GOBLIN GRENADE WILL WIPE THAT SMIRK AWAY... *FOREVER!*

RIGHT NOW, I'M REAL GLAD THAT I SPENT THE PAST FEW HOURS RECONDITIONING MY WEB-SHOOTERS!

THWIP!

OH, NO!

YOU'LL PAY FOR THIS INDIGNITY! THIS ONE, AND ALL THE OTHERS!

YOU'LL PAY ONE THOUSANDFOLD!

HE'S HEADED BACK TO HIS GLIDER!

17

YOU SHALL SUFFER AS NO MAN HAS EVER SUFFERED BEFORE, SPIDER-MAN!

SO SWEARS THE *HOBGOBLIN!*

BUT I WISH TO ENJOY YOUR DEATH! YOU WILL DIE AT A TIME AND PLACE OF MY CHOOSING!

I'M GOING TO LEAVE YOU NOW! I'VE ALREADY WASTED TOO MUCH OF MY VALUABLE TIME HERE!

WHOOM!

FAREWELL, SPIDER-MAN ...FOR NOW!

THIS IS MY LAST TRY AT HIM! HAVE TO TIME THIS LEAP JUST RIGHT--!

IT'S SPLATTER CITY IF I'M THE LEAST BIT OFF--!

GERONIMO!

KRASH!

MISSED--! HE GUNNED HIS GLIDER TO AVOID ME!

OF COURSE!

WHAT ELSE DID YOU EXPECT?

MY WEB-SHOOTERS! THEY'RE MY ONLY HOPE--!

I'M DEAD MEAT IF THEY GUNK UP ON ME NOW! I ONLY HAVE TIME FOR ONE SHOT--!

THWIPP!

WHA--?!

THWAP!

YOU NEVER CEASE TO AMAZE ME, SPIDER-MAN!

ISN'T THERE *ANY* WAY TO KILL YOU?!

18

PERHAPS, IF I'M PERSISTENT, I'LL FIND A WAY *THIS* TIME!

YEOW!

THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

IF I COULD TAKE AIM-- SNAG HIM WITH A SECOND WEB-LINE-- I JUST MIGHT BE ABLE TO FORCE HIM TO LAND THE GLIDER!

I KNOW YOU'RE PLANNING SOMETHING, SPIDER-MAN! YOU'RE MUCH TOO RESOURCEFUL TO MEEKLY ACCEPT YOUR FATE-- BUT ALL YOUR EFFORTS ARE DOOMED TO FAILURE!

ZZZAAAK!

IT'S NO USE! I CAN'T GET A CLEAR SHOT AT HIM-- WHILE I'M BUSY DODGING HIS BLASTS!

DON'T WORRY, SPIDER-MAN! YOU AND I ARE ABOUT TO PART COMPANY...

...RATHER *ABRUPTLY*, I'M AFRAID!

THAT TRAIN'S A LOCAL! IF IT'S ALL THE SAME TO YOU, I'D RATHER WAIT FOR THE EXPRESS!

THE WEB-SWINGER HASN'T GOT A CHANCE!

LOOK--!

19

SPWATT!

I HAVE ALWAYS ADMIRED YOUR WIT, SPIDER-MAN!

A PITY THAT I WILL BE ABLE TO ADMIRE IT NO MORE!

HA! HA! HA!

THIS HAS BEEN A MOST SATISFACTORY AFTERNOON!

NOT ONLY HAVE I RID MYSELF OF MY GREATEST ENEMY, BUT I'VE ALSO SUCCESSFULLY DELIVERED MY MESSAGE TO YOUNG OSBORN!

HE NOW KNOWS WHAT I WANT FROM HIM! AND, IF THE ROSE'S MEN ARE DOING THEIR PART, HE'LL GET IT FOR ME!

"HE REALLY WON'T HAVE ANY OTHER CHOICE..."

WHERE *IS* HARRY? HE SHOULD HAVE JOINED US LONG BEFORE NOW!

MAYBE HE GOT STUCK IN A BUSINESS MEETING!

IF YOU'D LIKE, I'LL WALK YOU TO HIS OFFICE!

WOULD YOU?

I DON'T KNOW WHAT'S WRONG WITH ME LATELY! I SEEM TO FRET ABOUT EVERY LITTLE THING! I'VE BECOME A REAL WORRIER...

SCREE!

GET HER! THE OSBORN WOMAN--!

20

LEAVE HER ALONE! CAN'T YOU SEE THAT SHE'S PREGNANT?

HEY! THIS ONE FIGHTS LIKE A WILDCAT!

MAYBE WE'D BETTER BRING HER, TOO!

SHE MIGHT COME IN HANDY! I CERTAINLY DON'T WANT TO NURSEMAID NO PREGNANT LADY!

ME, NEITHER!

HEY! LOOK WHO'S RACING DOWN THE BLOCK--

"--IT'S OSBORN HIMSELF!"

OH, GOD! I HAD A FEELING LIZ WOULD BE IN DANGER, TOO! I SLIPPED OUT OF THE BUILDING AND GOT HERE AS SOON AS I COULD-- BUT I'M TOO LATE!

DESPERATE, A MAN POSSESSED, HARRY FORCES HIS WAY THROUGH THE CROWD OF RUBBERNECKS...

AND THEN...

LET GO OF MY WIFE!

I'M WARNING YOU--!

GET REAL, HERO! YOU'RE PLAYING IN THE BIG LEAGUES NOW!

THAK!

:UNNN:

THE HOBGOBLIN SENDS HIS REGARDS!

HE'LL BE IN TOUCH, HERO!

THEY'RE GETTING AWAY, AND THERE'S NOTHING I CAN DO TO STOP THEM!

ZOOM!

ALL RIGHT, HOBGOBLIN! WE'LL PLAY THINGS YOUR WAY... FOR NOW!

BUT, YOU'D BETTER JUST PRAY THAT NO HARM BEFALLS MY WIFE, MY UNBORN CHILD...

...OR YOU'LL LIVE TO REGRET THE DAY YOU EVER HEARD OF HARRY OSBORN--

--THE SON OF THE *GREEN GOBLIN!*

MEANWHILE...

÷WHEW÷ WHAT A DAY THIS HAS BEEN!

I'M WRECKED...BUT I GUESS I COULD HAVE BEEN IN A WHOLE LOT WORSE SHAPE IF I HADN'T LEAPED ABOARD THIS TRAIN IN TIME!

ANOTHER HALF-SECOND, AND THE BAND WOULD HAVE BEEN PLAYING "*SAYONARA, SPIDEY*"!

AT LEAST I MANAGED TO GET THE HOBGOBLIN OFF OF HARRY'S BACK...FOR THE PRESENT!

THAT POOR GUY'S ALREADY SUFFERED ENOUGH!

HE WAS COMING DOWN FROM A BAD DRUG TRIP WHEN HE FIRST LEARNED THAT HIS DEAD FATHER, NORMAN OSBORN, HAD BEEN THE GREEN GOBLIN!

POOR HARRY! HE JUST COULDN'T HANDLE IT! HE WENT OFF THE DEEP END...AND, FOR A TIME, HE THOUGHT *HE* WAS THE GREEN GOBLIN!

I'D HATE TO SEE ANYTHING TRIGGER *THAT* AGAIN!

AW, WHAT AM I WORRIED ABOUT?

IT COULD *NEVER* HAPPEN, AGAIN!

COULD IT--?!

22

NEXT ISSUE: SPIDER-MAN BATTLES TO SAVE THE LIVES OF HIS FRIENDS -- AS HARRY OSBORN CONFRONTS THE GHOSTS OF HIS PAST! DON'T MISS--

"THE SINS OF MY FATHER!"

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the AMAZING SPIDER-MAN®

C.VEBB

SPIDER-MAN

"THE SINS OF MY FATHER!"

GOOD EVENING, LADIES! I TRUST YOUR ARE COMFORTABLE... AS COMFORTABLE AS THESE SQUALID ACCOMMODATIONS PERMIT!

WHO... WHO ARE YOU?

WHY HAVE YOU BROUGHT US HERE?

STAN LEE *PRESENTS:*

TOM DEFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *FINISHER*
JOE ROSEN -- *LETTERER*
BOB SHAREN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

I AM *THE HOBGOBLIN*... AND YOU ARE HERE BECAUSE IT SUITS MY PURPOSE! YOU ARE PAWNS IN A BUSINESS TRANSACTION BETWEEN MYSELF AND HARRY OSBORN!

I'VE READ ABOUT YOU! YOU'RE A CRIMINAL! A MADMAN--!

WHAT POSSIBLE BUSINESS DEALING COULD YOU HAVE WITH MY HUSBAND?

YOU NEEDN'T CONCERN YOURSELF WITH SUCH MATTERS, MRS. OSBORN!

YOU'RE *HURTING* ME!

I'LL DO MORE THAN THAT IF YOU DON'T BEHAVE!

NOW SIT OVER THERE! IF YOU AREN'T AFRAID FOR YOURSELF, JUST CONSIDER THE LIFE OF THE CHILD YOU CARRY!

I COULD EASILY USE MY FINGER-BLASTER TO DO THE GENE POOL A FAVOR--

--AND SPARE THE WORLD THE BIRTH OF ANOTHER MAD OSBORN!

BWAM!

YOU HEARTLESS *MONSTER!* HOW DARE YOU THREATEN HER--!

BACK OFF, MISS WATSON! YOU ARE IN NO POSITION TO PROTECT ANYONE!

I MAY NEED MRS. OSBORN, BUT YOU'RE ONLY EXCESS BAGGAGE AS FAR AS I'M CONCERNED...

SWAT!

...YOU COULDN'T POSSIBLY BE OF ANY USE TO ME!

HE... KNOWS MY NAME! HOW--?!

MOMENTS LATER...

SLAMM!

KLIK!

ARE YOU ABSOLUTELY CERTAIN THEY'LL BE SAFE IN THERE? I DON'T WANT THEM SUFFOCATING ON ME!

YOU CAN TRUST *THE ROSE!* MY MEN OFTEN USE THESE STORAGE LOCKERS TO DETAIN PEOPLE.

I COULDN'T HELP BUT OVERHEAR YOUR CONVERSATION WITH MRS. OSBORN AND MISS WATSON.

WERE YOUR THEATRICS REALLY NECESSARY?

OF COURSE! THE OSBORNS WILL NEVER GIVE ME WHAT I WANT--

--UNLESS THEY'RE TOTALLY CONVINCED THAT I'LL CARRY OUT MY THREATS!

I STILL DON'T UNDERSTAND WHY YOUR MEN KIDNAPPED WATSON, TOO! I ONLY ASKED FOR MRS. OSBORN!

TAKE ANOTHER LOOK AT THE WOMAN! SHE COULD GIVE BIRTH AT ANY MOMENT.

THEY BROUGHT THE WATSON GIRL ALONG BECAUSE THEY FIGURED SHE'D BE HELPFUL IF MRS. OSBORN WENT INTO LABOR. UNFORTUNATELY...

...NONE OF MY FRIENDS KNOW HOW TO DELIVER A BABY... AND IT WOULD BE A GREAT TRAGEDY IF POOR MRS. OSBORN DIED IN CHILDBIRTH.

LOADING ZOI

YES...A TRAGEDY!

I'M GLAD YOU'VE FINALLY DECIDED TO MOVE INTO THE OFFICE SPACE WHICH I ALOTTED YOU.

3

AS LONG AS WE'RE WORKING TOGETHER, I'M CERTAIN YOU'LL FIND IT MUCH MORE CONVENIENT TO STORE SOME OF YOUR EQUIPMENT HERE-- RATHER THAN TO RETURN TO YOUR OWN SECRET HEADQUARTERS WHENEVER YOU NEED SOMETHING!

YES...

OF COURSE, I WOULDN'T DREAM OF LEAVING ANYTHING HERE THAT WOULD ENDANGER YOU AND YOUR MEN--JUST SOME SPARE COSTUMES AND A FEW GOBLIN GRENADES!

AS YOU WISH...

I JUST WANT YOU TO FEEL AT HOME.

WE ARE PARTNERS, AFTER ALL. WITH YOUR POWERS AND MY CRIMINAL ORGANIZATION, NOTHING CAN STOP US FROM SEIZING CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY!

WE NEED EACH OTHER, HOBGOBLIN...

...FOR NOW!

BY THE WAY, I HOPE EVERYTHING WORKS OUT WELL WITH THIS OSBORN BUSINESS. I KNOW IT'S ALL VERY IMPORTANT TO YOU.

YOU NEEDN'T WORRY, ROSE! I'VE ALREADY PHONED HARRY OSBORN TODAY! HE KNOWS WHERE AND WHEN TO MEET ME LATER!

HE'LL BRING ME WHAT I WANT!

YOUNG OSBORN IS NOT A GAMBLER BY NATURE!

HE WOULDN'T DARE RISK THE LIVES OF HIS WIFE AND HIS UNBORN CHILD!

4

MEANWHILE, ELSEWHERE...

THOSE JOURNALS MUST BE AROUND HERE SOMEWHERE!

I'VE JUST GOT TO FIND THEM! LIZ AND MARY JANE ARE DEAD IF I DON'T!

WHEN MY FATHER DIED, I HAD ALL OF HIS PERSONAL PAPERS AND EFFECTS SHIPPED TO THIS WAREHOUSE!

IF THOSE JOURNALS DO EXIST, THEY'VE GOT TO BE HERE!

WHERE ARE THEY?!

IT'S... NO USE! I'VE LOOKED EVERY-WHERE!

I'VE FAILED MY WIFE ...MY CHILD...

CURSE YOU, FATHER! THIS IS ALL YOUR FAULT!

SOMEHOW, THE HOBGOBLIN LEARNED THAT YOU WERE THE *GREEN GOBLIN*, AND THAT YOU KEPT RECORDS--SECRET JOURNALS--OF YOUR CRIMINAL EXPLOITS!

5

THE HOBGOBLIN FOUND THOSE ORIGINAL JOURNALS, BUT THEY WERE LATER DESTROYED IN A BATTLE WITH SPIDER-MAN!*

WHAT AM I GOING TO DO? THAT MONSTER IS CONVINCED THAT *COPIES* OF THOSE JOURNALS STILL EXIST...AND HE WANTS THEM! I WISH I...

HEY--! MY FATHER'S DESK!

*SEE AMAZING SPIDER-MAN #250 --DANNY!

DAD USED TO LOVE THIS OLD ROLLTOP! IT'S AN ANTIQUE WHICH HAS BEEN PASSED DOWN FROM FATHER TO SON FOR FOUR GENERATIONS! I WONDER IF...

UGN- IT'S LOCKED!

THERE MUST BE A KEY TO IT AROUND SOMEWHERE, BUT I JUST DON'T HAVE THE TIME TO GO LOOKING FOR IT!

KRR-RASH!

IF I REMEMBER CORRECTLY, MY FATHER ONCE SHOWED ME A SECRET COMPARTMENT WHICH IS HIDDEN BEHIND THAT WOODEN PANEL...

FIVE SECONDS IS ALL HARRY OSBORN NEEDS TO SMASH THROUGH THE PANEL, AND THEN...

AT LAST! ONE OF MY FATHER'S JOURNALS!

I JUST PRAY IT'S ENOUGH TO SATISFY THE HOBGOBLIN!

HHM! IT'S MAINLY DEVOTED TO A LIST OF PROPERTIES!

SOME OF THEM SEEM FAMILIAR...

OF COURSE! THEY WERE THE SITES OF A SERIES OF RECENT BREAK-INS... WHICH OCCURRED ABOUT THE TIME HOBGOBLIN MADE HIS FIRST APPEARANCE!

DURING THE INVESTIGATION OF THOSE BREAK-INS, THE AUTHORITIES DISCOVERED A NUMBER OF SECRET ROOMS... ROOMS WHICH PROBABLY HOUSED MY FATHER'S GREEN GOBLIN EQUIPTMENT.

THIS BOOK MUST BE A *MASTER LIST* OF ALL HIS HIDING PLACES!

MOMENTS LATER...

'EVENING, MR. OSBORN!

GOOD NIGHT, TED!

I CAN'T BE SURE HOBGOBLIN WILL GIVE ME THE GIRLS IN EXCHANGE FOR THE JOURNAL! I'VE GOT TO BE PREPARED FOR TROUBLE--!

I HATE THE IDEA OF FACING THAT MADMAN ALONE! I WISH I COULD TURN TO SOMEONE... ANYONE... FOR HELP...

"...BUT *WHO* COULD I ASK TO PUT HIS LIFE ON THE LINE FOR ME?!"

6

HMMM...ACCORDING TO THE IMPULSES FROM MY SPIDER-TRACER, HARRY'S ON THE MOVE AGAIN!

I WONDER IF HE EVEN SUSPECTS THAT I'VE BEEN SECRETLY SHADOWING HIM ALL DAY?

I'M CONVINCED THAT HOBGOBLIN IS BEHIND THE RECENT DISAPPEARANCES OF MARY JANE AND LIZ,* AND THAT HARRY KNOWS MORE THAN HE TOLD THE POLICE!

*SEE LAST ISSUE--DANNY.

POOR HARRY! HE REALLY DOESN'T NEED THIS KIND OF GRIEF! THE GUY'S ALREADY HAD ENOUGH SUFFERING TO LAST A LIFETIME!

HE WAS COMING OFF A BAD EXPERIENCE WITH DRUGS, WHEN HE FIRST LEARNED HIS FATHER, NORMAN OSBORN, WAS THE ORIGINAL GREEN GOBLIN!

HARRY COULDN'T COPE WITH THE TRUTH! HE HAD A NERVOUS BREAKDOWN...BECAME THE GOBLIN HIMSELF FOR A WHILE --THOUGH HE'S BLANKED OUT THAT TRAUMA!

I'D HATE FOR ANYTHING TO PUSH HIM OVER THE EDGE AGAIN!

I'M REAL WORRIED ABOUT THE GIRLS! LIZ IS ABOUT TO GIVE BIRTH, AND MARY JANE KNOWS THAT I'M PETER PARKER!

IF THE HOBGOBLIN DOES HAVE HER, MARY JANE MAY BE FORCED INTO A SITUATION WHERE SHE'S GOT TO EXCHANGE MY SECRET IDENTITY FOR HER LIFE OR LIZ'S!

I DON'T WANT HER TO HAVE TO FACE A DECISION LIKE THAT!

I'VE JUST GOT TO FIND THEM BEFORE IT'S TOO LATE!

JUST THEN, ACROSS TOWN...

WITH THE **FANTASTIC FOUR** AWAY ON A MISSION, THE **BAXTER BUILDING** STANDS EMPTY TONIGHT, DARK AND SILENT.

INSIDE THE **XENO-BIOLOGICAL** LABORATORY AND **EXTRA-TERRESTRIAL** CONTAMINATION CONTAINMENT FACILITY...

THE ENTITY, WHICH HAD BEEN SPIDER-MAN'S LIVING COSTUME,* STIRS AS IF FROM A RESTLESS SLEEP.

IT SENSES A PUZZLING ANOMALY--

* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES -- DANNY!

--AN **INTRUDER** HAS BREACHED **FF** HEADQUARTERS*!

HAVING ALREADY BYPASSED A HUNDRED ALARM SENSORS, THE STRANGE DEVICE HAS GLIDED ON A SEEMINGLY RANDOM PATH THROUGH THE DESERTED BUILDING, EVENTUALLY ARRIVING HERE.

* IN FANTASTIC FOUR #274 -- DANNY!

CAUTIOUSLY, THE ENTITY TELEPATHICALLY REACHES OUT TO THE HOVERING DEVICE...

PROBING!

PROMPTING!

SUGGESTING!

THE ENTITY'S MENTAL ENTREATIES APPARENTLY HAVE NO EFFECT BUT THE DEVICE DOES DEEM IT WORTHY OF FURTHER STUDY!

A MICRO-DRILL BEGINS BORING AN INVISIBLY SMALL HOLE IN THE ENTITY'S PLASTEEL CYLINDER...

AND THEN...

INSTANTLY SEIZING THIS UNEXPECTED OPPORTUNITY THE ENTITY BURSTS FORWARD!

AT LAST! AT LONG LAST, IT IS FREE AGAIN!

FREE!

AND LET **SPIDER-MAN** BEWARE--!

8

AT THAT MOMENT IN NEW YORK'S CENTRAL PARK...

WHERE IS HE? HE SHOULD HAVE BEEN HERE TWENTY MINUTES AGO!

I HOPE NOTHING'S GONE WRONG!

SUDDENLY...

GOOD EVENING, MR. OSBORN! I MUST APOLOGIZE FOR MY TARDINESS!

BUT I THOUGHT IT PRUDENT TO SURVEY THE AREA BEFORE MAKING MY APPEARANCE! I DIDN'T WANT OUR MEETING DISTURBED BY ANY UNINVITED GUESTS!

HE...STREAKED OUT OF THE SKY SO SWIFTLY, SO SILENTLY! I NEVER EVEN SAW HIM COMING!

I SEE THAT YOU'VE ONLY BROUGHT *ONE* JOURNAL! YOU OBVIOUSLY HOLD THE LIVES OF YOUR WIFE AND MS. WATSON IN LOW REGARD!

IT WAS THE ONLY ONE I COULD FIND, BUT DON'T SELL IT SHORT!

THIS COULD BE THE MOST IMPORTANT JOURNAL OF ALL!

THE LAST ENTRY IS DATED ONLY A WEEK BEFORE MY FATHER DIED!

IT CONTAINS A COMPLETE LISTING OF ALL HIS SECRET HIDEAWAYS!

THAT SOUNDS MOST INTRIGUING!

GIVE IT TO ME!

NO! I WANT TO SEE LIZ AND MARY JANE FIRST!

VERY WELL...

DARTING FORWARD, THE HOBGOBLIN STUNS HARRY WITH A SUDDEN BLOW TO THE CHIN...

FWAM!

÷UNNN÷

I'LL TAKE YOU TO THEM ...*RIGHT NOW!*

THIS JOURNAL IS DEFINITELY AUTHENTIC! I RECOGNIZE NORMAN OSBORN'S DISTINCTIVE SCRAWL!

NO TIME TO READ THROUGH ALL OF THESE ADDRESSES NOW! I'D BEST PICK UP YOUNG OSBORN--

"--AND BE ON MY WAY!"

I REALLY HATE MYSELF FOR USING HARRY AS BAIT LIKE THIS, BUT THE LIVES OF MARY JANE AND LIZ ARE ALSO AT STAKE!

I DIDN'T HAVE MUCH CHOICE...

...DID I?

NOW, COMES THE TRICKY PART!

I'VE GOT TO KEEP THEM IN SIGHT... WITHOUT LETTING THE HOBGOBLIN SPOT ME!

SOMETIME LATER...

LOADING ZONE

HEY, LADIES! I'VE GOT A VISITOR FOR YOU!

÷UNN÷

HARRY--!

DARLING, WHAT HAPPENED TO YOU? ARE YOU ALL RIGHT?

I GUESS SO! I JUST SCREWED THINGS UP AGAIN ...AS USUAL!

HARRY, LISTEN--! DOES PETER PARKER KNOW WHAT'S GOING ON?

PETER--?! NO, OF COURSE NOT! WHY WOULD I INVOLVE HIM IN THIS MESS?

YEAH, SURE...

"...WHY WOULD YOU?"

10

THIS JOURNAL MAY INDEED BE AS VALUABLE AS YOUNG OSBORN CLAIMED! HIS FATHER MAY HAVE BEEN CRAZY... BUT THE EQUIPMENT HE DESIGNED... HIS WEAPONS... WERE THE WORK OF GENIUS!

I THOUGHT I HAD RAIDED ALL OF GREEN GOBLIN'S OLD HIDEOUTS. IF THIS CAN LEAD ME TO OTHERS--!

YOU SEEM QUITE PLEASED WITH YOURSELF, I MUST ASSUME EVERYTHING WENT WELL.

WELL ENOUGH...

BUT I HAVE NO INTENTION OF SHARING THIS PRIZE WITH YOU... OR ANYONE ELSE!

I'M SURPRISED TO FIND YOU STILL HERE AT THIS TIME OF NIGHT!

I WANTED TO GO OVER TOMORROW'S AGENDA.

I'D LIKE YOU TO VISIT A FEW BOOKIES WHO HAVE REFUSED TO JOIN OUR ORGANIZATION...

YOU MAY FIND IT NECESSARY TO CONVINCE THEM --RATHER FORCIBLY, I'M AFRAID-- TO RETHINK THEIR POSITIONS.

CAN'T THIS WAIT UNTIL MORNING?

I'D PREFER TO SETTLE THE DETAILS NOW.

MEANWHILE, OUTSIDE...

≠WHEW≠ THIS PLACE IS SWARMING WITH GOONS!

NO WONDER HOBGOBLIN JOINED UP WITH THE ROSE--

--IN EXCHANGE FOR A FEW FAVORS, HE GETS A VIRTUAL ARMY AT HIS DISPOSAL!

NOT A BAD DEAL!

KRAK!

UH-OH! ANOTHER GUARD!

WHA--?!

SHHH!

KEEP THE NOISE DOWN! YOU DON'T WANT TO SPOIL THE BIG SURPRISE FOR YOUR BOSS, DO YOU?

≠MPFF≠

THWAP!

THWAP!

AT THAT MOMENT...
HARRY, I'M... FRIGHTENED!
EVERYTHING'S GOING TO BE ALL RIGHT NOW, SWEETHEART! TRUST ME--
--I WON'T LET ANYTHING HAPPEN TO YOU... OR OUR BABY!
HARRY! WHERE DID YOU GET THAT GUN--?
IT BELONGED TO MY FATHER! I BROUGHT IT ALONG BECAUSE I KNEW I COULDN'T TRUST THE HOBGOBLIN!
FWAM! FWAM!
WHAT'S YOUR PLAN?
JUST FOLLOW MY LEAD, MARY JANE!
HEY! CUT THE RACKET BEFORE I... WELL, WELL, WHAT HAVE WE HERE?
THE LADIES AND I ARE GOING HOME!
I DON'T THINK SO!
THAT'S A REAL NICE TOY YOU'VE GOT THERE, PAL...
...BUT I'M SURE YOU AIN'T GOT THE GUTS TO USE IT!
GET OUT OF MY WAY!
I'M WARNING YOU--!
YOU EVER KILL A MAN BEFORE? EVER SEE THE WAY BLOOD SPURTS FROM A FRESH GUNSHOT WOUND? IT AIN'T A PRETTY SIGHT!
GO AHEAD, HOTSHOT! SHOOT! I DARE YOU--!
SHOOT!
I... CAN'T!
HA! THAT AIN'T NO BIG SURPRISE TO--
KW-ANGG!
?!?
THERE! THAT SHUT HIM UP!

MOMENTS LATER...

MARY JANE, I...I'M SORRY I COULDN'T...

FORGET IT, HARRY! LET'S JUST GET OUT OF HERE IN ONE PIECE, OKAY?

FOLLOW ME!

HEY--!

OH, NO! WE'VE BEEN SPOTTED!

DON'T WORRY, GIRLS!

I WON'T FAIL YOU THIS TIME!

KA-POW! KA-POW!

HARRY, NO--!

HAVE YOU GONE CRAZY--?!

PA-TANGG!

THE PRISONERS ARE ES-CAPING!

HERE! THEY'RE OVER HERE!

IN THE ROSE'S PRIVATE OFFICE...

KA-POW! KA-POW!

GUNSHOTS! I'D BETTER GO SEE WHAT'S HAPPENING OUT THERE!

YES, THAT WOULD BE WISE.

HE DOESN'T WASTE ANY TIME, DOES HE?

ONLY FOOLS RUSH TOWARD DANGER, MR. VARLEY.

WISE MEN KNOW THE ADVANTAGES OF CAUTION.

GENTLEMEN, I THINK WE SHOULD LEAVE NOW. I HAVE NO WISH TO BECOME PERSONAL-LY EMBROILED--

"--IN ANY UN-PLEASANTNESS."

KA-POW! KA-POW!

UH-OH!

SKR-ASHH!

SOMETHING TELLS ME THAT THE TIME FOR BEING SUBTLE HAS *PASSED!*

OSBORN! SO YOU'RE THE ONE CAUSING THE COMMOTION!

I DIDN'T THINK YOU'D BE STUPID ENOUGH TO ATTEMPT ESCAPE!

IT'S A PITY THAT YOU'VE APPARENTLY RUN OUT OF AMMUNITION, BECAUSE YOU'VE JUST CONDEMNED YOURSELF AND YOUR COMPANIONS TO--

--DEATHHHH≠

KK

AM!

TSK! TSK! YOU'RE SO INHOSPITABLE! I'LL BET YOUR MOTHER DOESN'T KNOW HOW YOU TREAT GUESTS!

LOOKS LIKE I ARRIVED JUST IN TIME! HE WAS ABOUT TO UNLOAD ON HARRY AND THE GIRLS!

PETER! THANK HEAVEN YOU'RE HERE--!

SPIDER-MAN--! I SUPPOSE I SHOULD BE SURPRISED BY YOUR SUDDEN APPEARANCE... BUT I'M NOT!

YOU HAVE A MOST ANNOYING HABIT OF SHOWING UP AT INOPPORTUNE MOMENTS!

REALLY? I ALWAYS THOUGHT I HAD A GREAT SENSE OF TIMING!

JUST WATCH HOW EASILY I AVOID YOUR FINGER-BLASTER!

KA-ZAP!

SEE? NO PROBLEM! AND THAT'S ONLY ONE OF THE MANY BENEFITS THAT COMES WITH HAVING THE PROPORTIONATE SPEED, STRENGTH AND AGILITY OF A SPIDER!

≠UNNN≠

BWAK!

NOW'S OUR CHANCE, HARRY!

WE CAN SLIP AWAY WHILE PE... *SPIDER-MAN...* RUNS INTERFERENCE FOR US!

Y-YES! G-GOT TO GET LIZ TO SAFETY!

POOR HARRY! HE'S ALMOST PARALYZED WITH FEAR AND INDECISION--AND SEEMS ON THE VERGE OF SOME KIND OF BREAKDOWN! I JUST HOPE HE CAN KEEP IT ALL TOGETHER UNTIL WE GET OUT OF HERE!

TRY THAT DOOR! IT MAY LEAD TO AN EXIT!

HURRY--!

NO LUCK! IT'S A DEAD END...

OH, NO!

WHAT IS IT, HARRY?

THESE COSTUMES... THE WEAPONS... SO FAMILIAR! THEY USED TO BELONG TO --

--THE GREEN GOBLIN!

AT LAST! I KNOW WHAT MUST BE DONE!

MARY JANE, GET LIZ OUT OF HERE ...*NOW!*

WHAT ABOUT YOU? AREN'T YOU COMING?

I WON'T LEAVE YOU BEHIND, DARLING!

NO ARGUMENTS! GET GOING--!

MOVE!!

THERE'S SOMETHING I MUST DO...

...ALONE!

MEANWHILE...

YOU CAN'T KEEP THIS PACE UP FOREVER, SPIDER-MAN! WHY PROLONG YOUR AGONY?

ARE YOU KIDDING? I THOUGHT THIS WAS SUPPOSED TO BE THE *FUN* PART!

OH, *NO!* THOSE GRENADES ARE GOING TO MISS ME, AND HIT--

--THOSE PROPANE TANKS!

KA-BWOOM!

=UGNN=

I'LL NEVER FIND SPIDER-MAN IN THIS CONFUSION!

THE GAS IS SPREADING FIRE EVERYWHERE!

RUN!

THE ROSE WILL BE FURIOUS WHEN HE SEES THIS DESTRUCTION-- BUT LOSING AN OCCASIONAL HIDEOUT IS JUST A COST OF DOING BUSINESS!

I'D BEST RETRIEVE OSBORN'S JOURNAL AND BE ON MY WAY BEFORE THE AUTHORITIES COME TO INVESTIGATE THE FIRE!

YOU'RE NOT GOING ANYWHERE, HOBGOBLIN! YOU STILL HAVE TO FACE ME!

PUMPKIN BOMBS! SOMEONE HAS BROKEN INTO MY WEAPON STORES!

BWAM! BWAM!

WHO DARES CHALLENGE THE HOBGOBLIN?

16

I DO!

YOU--?!

OSBORN!

YOU WENT TOO FAR, HOBGOBLIN! YOU THREATENED ME, MY WIFE AND MY UNBORN CHILD! WELL, I'VE HAD ENOUGH!

I'M PUTTING AN END TO YOU-- AND I'M GOING TO USE YOUR OWN WEAPONS TO DO IT-- THE WEAPONS YOU STOLE FROM MY FATHER!

YOU'RE A FOOL, OSBORN! A GREATER FOOL THAN I EVER IMAGINED!

YOU'RE A LOT LIKE YOUR FATHER! HE NEVER REALIZED THE TRUE POTENTIAL OF HIS INVENTIONS! HE DIDN'T KNOW HOW TO WIELD POWER!

I DO!

I'VE TAKEN HIS WEAPONS AND IMPROVED THEM! I POSSESS MORE POWER THAN HE EVER DREAMED POSSIBLE--

"--THE POWER OF THE HOBGOBLIN!"

KRAK!

BOOM

HARRY!!

HE NEEDS ME, MARY JANE! LET ME GO!

NO, LIZ! NO! YOU CAN'T DO HIM ANY GOOD NOW!

HE DIDN'T HAVE A CHANCE, IF HE WAS IN THE PATH OF THAT BLAST!

UNNN

WHAT'S WRONG, LIZ? WHAT'S HAPPENING?

P-PAIN! INTENSE PAIN! IT'S... THE BABY!

OH, NO! SHE'S GOING INTO LABOR!

WHY NOW?! WE'RE TRAPPED, AND THE FLAMES ARE GETTING CLOSER!

PETER! PETER! WHERE ARE YOU? PETER!

17

UHHH

M-MY HEAD! FEELS LIKE THE ENTIRE NORTH AMERICAN SOCCER LEAGUE HAS BEEN USING IT FOR KICKING PRACTICE!

G-GOT TO GET UP! MARY JANE...AND THE OTHERS...NEED ME!

EEEEEE

THAT SCREAM--!

LIZ!

I'M STILL A LITTLE GROGGY, BUT I CAN'T WASTE ANYMORE TIME! I'VE GOT TO FIND LIZ! SHE SOUNDS LIKE SHE'S IN REAL BAD SHAPE!

WAIT! I THINK I SEE HER AND MARY JANE!

SPIDER-MAN! WE'VE GOT TO GET LIZ TO A HOSPITAL! SHE'S ABOUT TO GIVE BIRTH!

WHERE'S HARRY?

HE'S...FIGHTING THE HOBGOBLIN!

WHAT--?!

HARRY DOESN'T HAVE A CHANCE! HE'S AS GOOD AS DEAD, UNLESS--!

BWAM! BWOOM! WAM!

MARY JANE, I NEED YOU TO HOLD THE FORT HERE FOR A FEW MINUTES MORE!

BUT, LIZ NEEDS YOU--!

SO DOES HARRY!

THIS HAS BEEN MOST AMUSING, OSBORN, BUT I'VE GROWN TIRED OF TOYING WITH YOU!

I WON'T BEG FOR MY LIFE, HOBGOBLIN!

GO AHEAD! KILL ME IF YOU MUST!

NO!!

FWAK!

18

MOVE OUT, OSBORN! YOUR WIFE NEEDS YOU!

LEAVE HOBGOBLIN TO ME!

I MANAGED TO CATCH HIM BY SURPRISE, BUT I CAN'T GIVE HIM A CHANCE TO RECOVER!

HE'S ALMOST AS STRONG AS I AM! I'LL HAVE TO HIT HIM WITH EVERY-THING I'VE GOT!

BWOK

÷UGN÷

I'VE ALWAYS FELT PARTIALLY TO BLAME FOR THE CREATION OF THE HOBGOBLIN!

PWAM!

IT'S MY RESPONSIBILITY TO STOP HIM! TO MAKE HIM PAY FOR ALL THE MISERY HE'S CAUSED--!

HE'S NOT GOING TO OUTSMART ME THIS TIME! HE'S NOT GOING TO GET AWAY!

NOT THIS TIME!

PWOK!

PWAPP!

SPIDER-MAN'S GOING WILD! I'VE NEVER SEEN HIM CUT LOOSE LIKE THAT BEFORE!

LIZ--! MARY JANE--!

WE'RE OVER HERE!

I CAN BARELY SEE THEM THROUGH THE SMOKE AND FLAMES!

HURRY--! THE BABY'S COMING!

HARRY--! YOU'RE ALL RIGHT! YOU'RE SAFE!

HANG ON, SWEETHEART! I'LL FIND A WAY TO GET YOU OUT OF HERE!

I SWEAR I WILL!

19

WHERE *IS* SPIDER-MAN? WE'LL NEVER SURVIVE THIS INFERNO WITHOUT HIM!

SPIDER-MAN! SPIDER-MAN, LISTEN TO ME--! THE FLAMES ARE CLOSING IN!

WE CAN'T HOLD OUT MUCH LONGER!

Y-YOU ARE... BEING *PAGED*, HERO!

Y-YOU MAY HAVE ME AT A DISTINCT DISADVANTAGE NOW... BUT THE OSBORNS AND MISS WATSON ARE STILL VERY MUCH IN DANGER!

W-WILL YOU RISK THEIR LIVES... BY PROLONGING OUR BATTLE?

DON'T KID YOURSELF, HOBGOBLIN! YOU'RE ALREADY BEATEN!

WHAT'S TO STOP ME FROM WEBBING YOU TO THE NEAREST WALL?

LEAVING ME *HELPLESS*... TO *PERISH* IN THE FLAMES?!

NO, I THINK *NOT!*

YOUR CONSCIENCE WOULDN'T PERMIT IT!

WHAT'S IT GOING TO BE, HERO? *ME*--

--OR *THEM?!*

=*UGNN*= I CAN BARELY MOVE! THE PAIN--!

THE *JOURNAL!* MUSTN'T FORGET IT! I'VE PAID TOO GREAT A *PRICE* FOR IT!

THE AUTHORITIES *MUSTN'T* FIND ANY OF MY EQUIPMENT INTACT!

ONLY ONE THING TO DO! GOT TO IGNITE MY SPARE COSTUMES--!

BA-ZAT!

THE FIRE WILL QUICKLY SPREAD THROUGH THE ROOM UNTIL--

KA-THAM!

20

ANOTHER EXPLOSION--! THE FIRE MUST HAVE REACHED HOBGOBLIN'S WEAPON CACHE!

I CAN'T WORRY ABOUT THAT NOW! WE NEED AN EXIT! FAST--!

HEADS UP, PEOPLE--

"--WE'RE MOVING OUT!"

KWAKK!

GOOD GRIEF! THERE WERE PEOPLE *STILL INSIDE*--!

CALL AN AMBULANCE! *QUICK*--! WE'VE GOT A REAL SICK WOMAN HERE!

EASY DOES IT--!

WHO'S THE HUSBAND?

ME!

JUMP IN! YOU CAN RIDE WITH US!

WE'VE ALREADY ALERTED THE HOSPITAL! THEY HAVE AN EMERGENCY TEAM STANDING BY--!

HARRY--?

I'M HERE, LIZ. I WON'T LEAVE YOU AGAIN...EVER!

OH, SPIDER-MAN! IF THEY SHOULD LOSE THE BABY--!

IT'S JUST NOT FAIR! HARRY AND LIZ DIDN'T DO ANYTHING TO DESERVE THIS! WHY SHOULD *THEY* HAVE TO SUFFER?

I CAN'T ANSWER YOU, MARY JANE.

I WISH... I COULD...

ELSEWHERE...

÷UNN÷ I NEVER IMAGINED THAT SPIDER-MAN WOULD DEFEAT ME AS THOROUGHLY AS HE DID TONIGHT!

I DIDN'T HAVE A CHANCE! HE COMPLETELY OVERWHELMED ME!

I DESPERATELY NEED REST AND MEDICAL ATTENTION... BUT THAT WILL HAVE TO WAIT!

THIS JOURNAL IS THE GREEN GOBLIN'S FINAL LEGACY TO ME!

ACCORDING TO YOUNG OSBORN, IT'S A COMPLETE LIST OF HIS FATHER'S SECRET HIDEOUTS!

HMM...

BUT, MOMENTS LATER...

I FOUGHT SPIDER-MAN --SUFFERED PAIN AND HUMILIATION-- FOR THIS?!

IT'S USELESS!

I'VE ALREADY LOOTED ALL OF THESE PLACES!

I LEARNED THEIR LOCATIONS FROM OSBORN'S ORIGINAL JOURNALS...

BZ-ZAT!

...THE JOURNALS DESTROYED BY SPIDER-MAN! *

*IN ISSUE #250!

IT APPEARS THAT I'VE ALREADY TAKEN EVERYTHING OF VALUE THAT WAS LEFT BEHIND BY THE GREEN GOBLIN!

I'M ON MY OWN NOW!

IT'S JUST AS WELL! I'M FAR MORE DEADLY AND CUNNING THAN NORMAN OSBORN EVER WAS!

I'M GOING TO REST AND RECOVER FROM MY INJURIES! AND THEN, I'LL SETTLE ACCOUNTS WITH SPIDER-MAN! HE MUST PAY FOR WHAT HE DID TO ME TONIGHT! HE *WILL* PAY!

SO SWEARS THE HOBGOBLIN!

NEXT: TRADE SECRET!

THE ALIEN COSTUME'S ESCAPE WAS ALSO SHOWN, IN GREATER DETAIL, IN THIS EXCERPT FROM *FANTASTIC FOUR #274.*

EPILOG:

NEW YORK, NEW YORK. THE BAXTER BUILDING STANDS, NOW, SILENT AND EMPTY.

BUT NOT AT PEACE.

SLIPPING WITH CARELESS EASE PAST A HUNDRED ALARM SENSORS A TINY DEVICE MOVES THROUGH THE DESERTED HALLS.

HERE AND THERE IT PAUSES, A MICRO-DRILL BORING INVISIBLY SMALL HOLES IN THE MANY COMPLEX MECHANISMS, INSERTING STRANGE COMPONENTS...

...ALTERING.

UNTIL ITS SEEMINGLY RANDOM TRAVELS BRING IT HERE, TO THE E.T.C.C. * FACILITY...

*EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT.

IT SENSES LIFE WITHIN THE GLEAMING PLASTEEL CYLINDER-- A KIND OF LIFE, AT LEAST.

ALIEN.

HOSTILE.

AND SOMETHING ELSE. SOMETHING THAT TOUCHES AGAINST ITS MICRO-CIRCUITS LIKE THE TICKLE OF TINY, ELFIN FINGERS.

AS IF SOMEONE... SOMETHING WERE TRYING TO... MAKE A SUGGESTION?

THE FAINT PROMPTING HAS NO EFFECT, BUT IT DOES SEEM WORTH FURTHER INVESTIGATION...

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NEXT ISSUE: SHE HULK IS ONE LADY YOU'D RATHER HAVE FOR YE THAN 'AGIN' YE--AS A CERTAIN SLEAZOID PUBLISHER FINDS OUT IN... THE NAKED TRUTH BE HERE IN 30 DAYS!!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

I DON'T WANT TO DO THIS! I DON'T WANT TO *DO* THIS!

BUT I GUESS I DON'T REALLY HAVE ANY CHOICE!

MAY AS WELL FACE UP TO IT, PARKER!

HMMM! AND AS IF THE TASK I'M FACING WEREN'T BAD ENOUGH, I'M STUCK HAVING TO WEAR MY OLD SPIDEY SUIT!

I SURE GOT SPOILED HAVING A COSTUME THAT WOULD DRESS ME BY ITSELF!

THOUGH I STILL SHUDDER WHEN I THINK THAT THE NEW BLACK AND WHITE SUIT WAS ACTUALLY AN ALIEN SYMBIOTE WHICH WAS TRYING TO GRAFT ITSELF ONTO MY BODY!

WELL IT'S IMPRISONED SAFE AND SOUND AT FANTASTIC FOUR HEAD-QUARTERS NOW--

--SO I'D BETTER FORGET ABOUT THAT AND FACE THE BUSINESS AT HAND.

AND THAT MEANS THAT THE AMAZING SPIDER-MAN HAS TO DO SOME WEB-SLINGING...

...WHICH DOESN'T EXCLUDE MY CLIMBING UP THE SHEER SIDE OF A TALL BUILDING--

--OR LEAPING THROUGH THE AIR WITH THE GREATEST OF EASE--

--ONLY TO CATCH MYSELF AT THE LAST POSSIBLE INSTANT WITH ANOTHER STRAND OF MY INCREDIBLY STRONG, HOME MADE WEB FLUID!

ORDINARILY I COULD REALLY LET MYSELF GO AND JUST ENJOY THIS!

AS LONG AS I'VE BEEN WEB-SLINGING, I STILL GET A HUGE THRILL OUT OF IT--

--BUT TONIGHT I'M JUST TOO PREOCCUPIED WITH THE TASK THAT LIES AHEAD OF ME!

I'VE STALLED TOO LONG ALREADY, PUT IT OFF AS LONG AS I DARED...

M-MAYBE SHE ISN'T HOME! MAYBE SHE WON'T BE THERE...

NO SUCH LUCK! THERE'S A LIGHT ON IN THE WINDOW!

THIS IS IT, THEN. I'VE GOT TO GO THROUGH WITH IT...

2

BLACK CAT...FELICIA HARDY... WE'VE GOT TO TALK!

YOW! SPIDER! YOU STARTLED ME!

TRUE CONFESSIONS!

STORY AL MILGROM / PENCILS HERB TRIMPE / INKS JIM MOONEY / LETTERING DIANA ALBERS / COLORING GEORGE ROUSSOS / EDITED BY DANNY FINGEROTH / SUPERVISION JIM SHOOTER

YOU'RE RIGHT, WE *DO* HAVE TO TALK. WE LEFT TOO MANY THINGS UNSETTLED THE OTHER NIGHT. BUT THAT'S NO REASON TO SCARE ME HALF OUT OF MY SKIN LIKE THAT!

MAKES UP FOR ALL THE TIMES YOU'VE SHOWN UP ON PETER PARKER'S WINDOW SILL UN-INVITED--ENDANGERING MY SECRET IDENTITY

MAYBE SO, BUT I NEVER MADE YOU SPILL COFFEE ALL OVER YOUR CARPET IN THE PROCESS!

ER... YES, WELL...SORRY ABOUT THAT FELICIA! I'LL HELP YOU TIDY UP!

NOW, I THINK IT'S TIME WE SET SOME THINGS STRAIGHT!

AND IF THIS IS GOING TO BE AS HEAVY-DUTY A CONVERSATION AS I EXPECT, I THINK IT BEST THAT WE CAN SEE EACH OTHER FACE TO FACE!

HOLD IT! LEAVE YOUR MASK ON, SPIDER!

WHY?

BECAUSE IF WE'RE GOING TO DO ANY TALKING, LET'S DO IT OUT THERE...IN THE CITY, IN THE NIGHT--WITH THE MOON AND STARS IN THE SKY, AND THE BUILDINGS, WITH ALL THEIR LIGHTS, BELOW!

WELL... OKAY--

--BUT I DIDN'T COME HERE TO ACT ROMANTIC, CAT!

WE'LL SEE, SPIDER.

4

MEANWHILE, SOME BLOCKS UPTOWN, AT THE TOWERING HEADQUARTERS OF THE KINGPIN OF CRIME, ANOTHER CONVERSATION TAKES PLACE WITH EVEN LESS CHANCE OF A ROMANTIC BENT...

YOU MEAN WITH ALL THE MONEY AND FACILITIES PLACED AT YOUR DISPOSAL, YOU STILL HAVE NOTHING FOR ME?

SINCE MY SUPER-POWERED HENCHMAN, ***THE ANSWER***, DISAPPEARED IN A FLASH OF LIGHT WHEN HE RESTORED LIFE TO THAT MEDDLESOME ***DAGGER*** FEMALE, I FIND MYSELF SORELY PRESSED FOR ENFORCEMENT AGENTS!

I FULLY EXPECT YOU SCIENTISTS TO CREATE ONE FOR ME!

I KNOW THAT THE ANSWER WAS GRANTED HIS POWER BY TECHNOLOGY DEVELOPED BY THE LATE HARLAN STILLWELL, JUST AS I KNOW THAT IN A SUBSEQUENT EXPERIMENT WE USED THAT TECHNOLOGY TO GRANT THE BLACK CAT ***HER*** POWERS.

AND EVEN THOUGH THE DEVICE WE USED WAS DESTROYED WHEN THE BLACK CAT PUT HER POWERS THROUGH THEIR PACES--

--SURELY YOU HAD TIME ENOUGH TO EXAMINE THE DEVICE BEFORE ITS DESTRUCTION TO HAVE GLEANED ***SOME*** KNOWLEDGE OF ITS INNER WORKINGS!

UNFORTUNATELY, KINGPIN, IT WAS FAR TOO COMPLEX A DEVICE FOR US TO FATHOM IN THE SHORT TIME WE HAD TO EXAMINE IT!

HOWEVER, I MAY HAVE STUMBLED ONTO SOMETHING ELSE THAT COULD GIVE YOU THE RESULTS YOU WANT!

WHAT?! WHY DIDN'T YOU SPEAK UP EARLIER?

EEP! I-I DIDN'T WANT TO INTERRUPT YOU, SIR!

SHORTLY...

WHEN ALL THE EXCITEMENT OCCURRED IN YOUR KEEP LAST WEEK--THE ATTACK BY SILVERMANE, THE ARRIVAL OF CLOAK & DAGGER AS WELL AS SPIDER-MAN AND THE BLACK CAT--

ONE OF OUR ADVANCED SURVEILLANCE DEVICES CAPTURED A CLEAR READ-OUT ON CLOAK!

I FED THE DATA INTO THIS RADIATION ANALYZER/DUPLICATER. I'M HOPING THAT IN TIME I CAN REPRODUCE THE USUAL RADIATION LEVELS PRESENT IN CLOAK, AND THUS FIND A WAY TO ARTIFICIALLY MIMIC HIS POWERS!

I SEE.

IS THERE...ANY CHANCE THAT YOU MIGHT BE ABLE TO DO THE SAME WITH DAGGER'S POWERS? FOR HER BODY AND SOUL RESTORING LIGHT POWER IS THE KEY TO RESTORING MY AILING WIFE VANESSA.

I'M SORRY, KINGPIN, BUT NO. OUR DEVICES NEVER GOT A CLEAR ENOUGH READ-OUT ON DAGGER TO ANALYZE HER. AT FIRST HER ENERGY LEVEL WAS TOO LOW TO REGISTER--

--THEN, WHEN SHE GAINED THE ANSWER'S ENERGY, SHE DROVE THE GAUGES BEYOND THEIR CAPACITIES! ALL BUT BLEW THEM OUT!

VERY WELL, THEN. CARRY ON.

YES, SIR.

HMMPH! IMAGINE THAT! HE DIDN'T SEEM AT ALL EXCITED ABOUT THE PROGRESS I'VE MADE.

WELL, I SUPPOSE THAT BETWEEN HIS CONCERN FOR HIS WIFE AND HIS RECENT PROBLEMS WITH MICAH SYNN COMPETING WITH HIM FOR CONTROL OF THE UNDERWORLD*--

*SEE CURRENT ISSUES OF DAREDEVIL-- DANNY.

--HE'S TOO PREOCCUPIED TO CARE ABOUT MY EXPERIMENTS. AT LEAST UNTIL I CAN GIVE HIM SOMETHING MORE CONCRETE!

AND NOW THAT THE REST OF THE TECHNICIANS HAVE GONE HOME FOR THE NIGHT, PERHAPS I CAN GIVE HIM THE RESULTS HE WANTS.

ACCORDING TO THESE READOUTS, CLOAK WAS NOT A HUMAN BEING IN THE NORMAL SENSE, HE HAD AN ENTIRELY DIFFERENT SET OF RADIATION FREQUENCIES...AND DIDN'T SEEM TO SHOW MUCH EVIDENCE OF ANY NORMAL PHYSICAL CHARACTERISTICS.

I WONDER HOW HE *GOT* THAT WAY?

WELL, I'VE BEEN GETTING CLOSER AND CLOSER TO REPRODUCING CLOAK'S ENERGY EMANATIONS HERE IN THE LAB. MAYBE THIS TIME, I CAN PUSH IT ALL THE WAY.

YES, I'M GETTING IT! BUT THE MACHINE IS USING VAST AMOUNTS OF ENERGY IN THE PROCESS!

DON'T KNOW HOW MUCH MORE IT CAN TAKE BEFORE THE CIRCUIT BREAKER OVERRIDES CLICK ON!

THE DUPLICATOR IS OVERHEATING-- I CAN'T GUESS HOW MANY MICROCHIPS HAVE VAPORIZED.

BUT THERE, THE RADIATION IS POURING OUT OF THE MACHINE-- COALESCING--

--IT'S FORMING A TIGHT CIRCLE OF DARKNESS, ALMOST LIKE THE BLACK HOLES ASTRONOMERS HAVE DISCOVERED IN SPACE!

BUT THIS HOLE DOESN'T SEEM TO HAVE THE HUGE GRAVITATIONAL PROPERTIES OF A TRUE BLACK HOLE, WHICH ARE THEORIZED TO BE FORMED BY THE COLLAPSE OF AN ENTIRE STAR!

YET, NO LIGHT SEEMS TO ESCAPE IT! I-I WONDER WHAT ITS PROPERTIES ARE?

7

WAIT! NOW THE HOLE IS SHIMMERING-- QUIVERING. THE DRAIN ON THE POWER IS CAUSING IT TO DIMINISH!

I CAN'T BE SURE THE ENERGY DUPLICATER WILL BE ABLE TO ACHIEVE THIS AGAIN, WHAT WITH THE DAMAGE TO ITS INNER WORKINGS.

THIS MAY BE A ONCE-IN-A LIFETIME OPPORTUNITY-- I DARE NOT WASTE IT.

I ONLY HOPE IT ISN'T THE *END*-OF A LIFETIME OPPORTUNITY!

I-I-M STEPPING RIGHT INTO THE BLACKNESS--AND MY FOOT ISN'T COMING THROUGH ON THE OTHER SIDE!

BUT IT'S COLD... SO COLD... I --

AAARRGGH!

AND EVEN AS DR. JOHNATHON OHNN IS SWALLOWED COMPLETELY BY THE DARKNESS, THERE IS A POWER SURGE...

...WHICH CAUSES A CON ED SUB-STATION TO SHORT OUT...

...WHICH CREATES A BLACKOUT!

HEY, WHO TURNED OUT THE LIGHTS?

BEATS ME, LOVER. BUT DOES THIS MEAN WE DON'T HAVE TO HAVE THAT HEART TO HEART?

NO!

OH.

8

EVEN AS THE CITY IS PLUNGED INTO DARKNESS, OUTSIDE THE HEADQUARTERS OF THE FANTASTIC FOUR, A DARK SHAPE REJOICES IN THE LACK OF LIGHT. FOR IN THE DARKNESS THERE IS SHELTER!

IT IS THE CREATURE WHICH WAS SPIDER-MAN'S COSTUME.

IT HAS BUT RECENTLY ESCAPED FROM THE CONFINEMENT TUBE REED RICHARDS--THE F.F.'S PLIABLE LEADER --HAD PLACED IT IN.

IT IS A SYMBIOTE--AN ENTITY WHICH MUST FIND A HOST BODY ON WHICH TO LIVE.

--SEEKING THE MAN WHOSE BODY IT IS ATTUNED TO...

NOW IT MOVES CAUTIOUSLY, FURTIVELY THROUGH THE CITY, ALTERING ITS SHAPE AS THE SITUATION DEMANDS--

...THE BODY OF THE AMAZING SPIDER-MAN!

9

MAYBE WE *SHOULD* POSTPONE OUR TALK, CAT. THAT BLACKOUT...

YOU'RE *RIGHT*, SPIDER! WITH THAT MOON OUT TONIGHT, IT'S A PERFECT NIGHT FOR LOVERS. IGNORE THE BLACKOUT.

WHAT DO YOU SAY WE CUDDLE UP SOME, AND SEE WHAT YOU GET WHEN YOU CROSS A SPIDER WITH A BLACK CAT, HMMM?

NO, CAT!

YOU MAY WANT TO IGNORE THIS CRISIS, BUT I CAN'T!

WHENEVER THERE'S A BLACKOUT IN THIS CITY, CRIME RUNS RAMPANT. WE WERE GRANTED GREAT POWERS, AND WITH THEM COMES GREAT RESPONSIBILITY!

UNFURLING A SILKEN ROPE FROM BENEATH HER FUR COLLAR, THE BLACK CAT FOLLOWS SPIDEY TO THE DARKENED STREETS BELOW...

"GREAT RESPONSIBILITY," HUH? WHO SAYS SO?

10

I SAY SO!

SURE ENOUGH, THERE'RE SOME HOODS LOOTING THAT APPLIANCE STORE.

YAY, ACTION! THAT'S SOMETHING I CAN GET BEHIND!

I KNOW THIS IS ALL JUST FUN AND GAMES TO YOU, FELICIA, BUT I CAN'T HELP BUT TAKE IT SERIOUSLY!

YEOW!

HEY!

WHAT'S THAT?

THWIP

OH, I ADMIT THAT SOMETIMES I TAKE A RATHER LIGHT-HEARTED VIEW OF CRIME BUSTING IN MY SLIGHTLY SPECTACULAR SPIDEY MANNER--

--HERE'S YOUR OWN *PRIVATE* BLACKOUT, EVIL-DOER--

BUT--

WHAK

YEAH, I KNOW... DEEP DOWN YOU'RE JUST AS SERIOUS AS CAN BE! TELL ME ANOTHER ONE, SPIDER.

OOF!

I BOW TO YOUR EXPERIENCE IN THESE MATTERS, MADAME!

HUH?! I MISSED!

WHOUF!

REALLY, SPIDER, I DON'T SEE WHY YOU FEEL THE PROBLEMS OF THE WORLD HAVE TO BE YOUR PROBLEMS, TOO--

--AH-AH, BOYS MUSTN'T TRY TO CHAIN THE BLACK CAT!

KLUNK!

OOF!

I'VE TOLD YOU BEFORE CAT, BUT IF YOU LIKE I'LL RUN THROUGH IT FOR YOU AGAIN!

YOWCH!

"AS A HIGH SCHOOL SCIENCE WHIZ, I FELT THAT THE ONLY PROBLEMS WORTH WORRYING ABOUT WERE MY OWN PETTY ONES!

"THEN, ONE DAY WHILE ATTENDING A SCIENCE EXHIBIT, I WAS BITTEN BY A RADIOACTIVE SPIDER.

"THAT'S WHEN THINGS BEGAN TO CHANGE FOR ME...

"SOON I FOUND I HAD GAINED THE PROPORTIONATE STRENGTH AND SKILLS OF THE ARACHNID THAT BIT ME...

YOW! THAT SPEEDING CAR ALMOST HIT ME-- BUT I JUMPED TWENTY FEET STRAIGHT UP TO AVOID IT--

--AND NOW I'M CLINGING TO THIS WALL LIKE A-A GIANT SPIDER!

"MY FIRST IMPULSE WAS TO USE MY NEW-FOUND ABILITIES STRICTLY FOR MY OWN BENEFIT--A WAY TO FAME AND FORTUNE!

"IN ALMOST NO TIME, I WAS APPEARING ON T.V., THE TALK OF THE ENTIRE CITY...

SO, WHAT'S WRONG WITH *THAT*? THAT'S THE KIND OF GLAMOROUS EXISTENCE YOU ***DESERVE***, LOVER.

NO GRABBING, BUSTER!

IT WASN'T THAT SIMPLE, CAT!

"JUST AS I WAS LEAVING THE T.V. STUDIO AFTER AN APPEARANCE, A MAN RAN BY ME...

STOP HIM, HE TRIED TO ROB US!

HEY, THAT'S YOUR JOB, POPS, NOT MINE!

12

BUT I SOON FOUND OUT HOW WRONG I HAD BEEN!

C'MON, DOLL, THE POLICE CAN HANDLE THOSE LOOTERS NOW!

"WHEN I RETURNED HOME LATER, I FOUND THAT MY UNCLE BEN HAD BEEN GUNNED DOWN BY A BURGLAR HE'D SURPRISED IN THE ACT OF ROBBING OUR HOUSE!

"WHEN I CAUGHT THE GUNMAN HE TURNED OUT TO BE THE SAME MAN I'D LET RUN PAST ME AT THE T.V. STATION!

UNCLE BEN RAISED ME, WAS LIKE A FATHER TO ME...AND I HAD INADVERTENTLY CAUSED HIS DEATH!

THAT'S WHEN I REALIZED THAT WITH THE POWER I'D GAINED CAME A GREAT RESPONSIBILITY.

...A RESPONSIBILITY TO USE THAT POWER FOR GOOD...

SO THAT NO MAN COULD EVER ARM AN INNOCENT AGAIN.

THE AWFUL PART IS... NO MATTER HOW MUCH GOOD I DO, NO MATTER HOW MANY CRIMINALS I DEFEAT...

...I CAN NEVER UNDO THE WRONG I'VE DONE-- I CAN NEVER BRING BACK...

...UNCLE BEN!

SPIDER, I...

LOOK THERE, CAT!

A GROUP OF MUGGERS CLOSING IN ON THAT ELDERLY COUPLE...

C'MON, YOU FOLKS GOT SOME MONEY ON YA, RIGHT?

WELL, YA GOTTA PAY A TOLL TO PASS THIS SECTION OF THE PARK ...NAMELY ALL THE CASH YOU GOT ON YOU!

OH, NO! P-PLEASE...

13

HUH-UH! NOT NICE, GUYS!

SPIDER-MAN!

BESIDES, HAVEN'T YOU BEEN TOLD-- DURING BLACK-OUTS, PEOPLE GET TO WALK TOLL-FREE?

YOU HEARD THE MAN!

WHURF!

NAUGHTY, NAUGHTY! LITTLE MAN MUSTN'T TRY TO HIT SPIDER WITH HIS LEAD PIPE, OR SPIDER WILL HAVE TO WEB LITTLE MAN UP!

THWIP

HUH! SINCE I GOT MY NEW IM-PROVED CAT POWERS, HANDLING GUYS LIKE THESE HAS BECOME ALMOST *TOO* EASY!

PUSS-IN-BOOTS IS NOW FINISHED KICKING BOOTIES!

...ER...THANK YOU, SPIDER-MAN...ER...*YOU* AREN'T GOING TO MUG US NOW, ARE YOU!

=SIGH= NO, FOLKS I'M NOT!

OH, THAT IS A RELIEF! AFTER WHAT WE'VE READ--

I KNOW, I *KNOW!* AFTER WHAT YOU'VE READ IN THE DAILY BUGLE, YOU THOUGHT I'D STEAL YOUR GOLD FILLINGS AND YOUR EYEGLASSES!

LOOK, SPIDER, I UNDERSTAND YOUR FEELINGS ABOUT YOUR UNCLE--I REALLY DO--BUT FRANKLY, I'VE HEARD THE STORY BEFORE, AND IT'S BEGINNING TO WEAR A LITTLE THIN!

I MEAN, ISN'T IT ABOUT TIME YOU UNPACKED SOME OF THAT EMOTIONAL BAGGAGE YOU'RE CARRYING AROUND WITH YOU?

I MEAN, TAKE ME FOR EXAMPLE! MY FATHER WAS A CROOK! A TOP-NOTCH CAT BURGLAR!

MOM TRIED TO KEEP HIS CAREER A SECRET--BUT EVENTUALLY, IT GOT OUT!

I SPENT HALF OF MY LIFE HATING HIM AND THE OTHER HALF TRYING TO EMULATE HIM!

"AS A KID I WAS AN OUTSIDER, CONSTANTLY RIDICULED BY THE OTHER CHILDREN BECAUSE MY DAD WAS A CONVICT.

"WHEN I FOUND I COULDN'T BE PART OF THEIR WORLD, I DECIDED TO BECOME PART OF MY FATHER'S--

"-- AFTER ALL, ISN'T THAT WHAT KIDS DO, TRY TO GROW UP TO BE LIKE THEIR FOLKS?"

JAMUS APTS

SO I SET OUT TO BE THE BEST CAT BURGLAR IN THE BUSINESS-- AND I SUCCEEDED!

I LIKED MY LIFE OF CRIME! IT WAS GLAMOROUS AND REWARDING!

I FEEL NO GUILT OR SHAME FOR WHAT I DID--IN FACT, IF I HADN'T FALLEN FOR YOU, I'D STILL BE DOING IT!

BUT CAN'T YOU SEE HOW WRONG THAT IS?

ELSEWHERE, SIMILAR QUESTIONS ARE BEING VOICED...

CAN'T YOU SEE HOW WRONG THIS IS, FLASH?

60 Ches JOSE

WHERE'S THE HARM IN IT BETTY?

YOUR HUSBAND IS AWAY ON ASSIGNMENT FOR THE NEWSPAPER, AND MY RELATIONSHIP WITH SHA SHAN HAS SOURED--

--SO WHAT'S WRONG WITH TWO LONELY PEOPLE HAVING DINNER TOGETHER?

I--I GUESS YOU'RE RIGHT!

SINCE I MARRIED NED, IT SEEMS LIKE I'VE ALWAYS TAKEN A BACK SEAT TO WHATEVER STORY HE'S WORKING ON.

BESIDES, I REALLY HAVEN'T HAD A CHANCE TO THANK YOU PROPERLY FOR SEEING ME SAFELY HOME THROUGH THAT FREAK BLIZZARD WE HAD!*

*SEE SPECTACULAR SPIDER-MAN # 96, AS WELL AS THOR # 350 AND AVENGERS # 249, RESEARCH LOVERS--DANNY.

BESIDES, IT'S NOT AS IF WE'RE DOING ANYTHING ILLICIT!

TRUE, PRETTY LADY, BUT STICK WITH OL' FLASH THOMPSON, AND JUST MAYBE I CAN TALK YOU INTO SOMETHING...

AFTER ALL--A HUSBAND WHO'S NEVER AROUND... A GIRL FRIEND WHO DOESN'T TRUST ME... WHAT KIND OF RELATIONSHIPS ARE THOSE?

CLINK!

HERE'S TO *GOOD FRIENDS...*

CAT, WE'RE MORE THAN GOOD FRIENDS, BUT I STILL CAN'T UNDERSTAND YOU!

YOU DON'T SEEM TO HAVE ANY SENSE OF RIGHT AND WRONG, AND YOU'RE STILL KEEPING SECRETS FROM ME!

WHAT KIND OF RELATIONSHIP IS THAT?!

SECRETS?

YOU KNOW WHAT I MEAN! YOU SUDDENLY ACQUIRED NEW POWERS, AND YOU CONTINUALLY AVOID TELLING ME HOW!

WELL... YOU'RE NO SAINT EITHER! YOU NEVER TOLD ME WHY YOU SWUNG RIGHT *BY* ME THAT NIGHT YOU WENT LOOKING FOR DAGGER--

--AFTER YOU TOLD ME IT WAS TOO DANGEROUS FOR ANYONE TO GO AFTER HER ALONE!

I... I REMEMBER YOU MENTIONING THAT BEFORE*...

* *SO DO I! IT WAS IN PPTSS #95--DILIGENT DANNY.*

"... BUT TO TELL YOU THE TRUTH, I DON'T REMEMBER THE INCIDENT!

"*MY* ONLY GUESS IS THAT IT HAPPENED WHEN I WAS ASLEEP!

"I TOLD YOU THAT MY NEW COSTUME TURNED OUT TO BE A SYMBIOTE THAT WAS TRYING TO CONTROL MY BODY..."

IT MUST HAVE BEEN TAKING ME OUT FOR TEST RUNS WHEN I WAS UNAWARE OF IT!

THAT WOULD EXPLAIN WHY I'VE BEEN FEELING SO TIRED LATELY, TOO!

NOW, WHAT ABOUT THE SECRET OF HOW YOU GOT YOUR POWERS?

16

WHILE THE BLACK CAT HEMS AND HAWS, LET US RETURN OUR ATTENTION TO DR. JOHNATHON OHNN, WHO IS JUST BEGINNING TO REGAIN CONSCIOUSNESS...

UNNHHH! WH-WHERE AM I?

THE LAST I RECALL I WAS IN THE LAB... YES, THAT'S IT!

I STEPPED INTO THAT BLACK SPOT! I-IT MUST HAVE BEEN THE ENTRANCE TO ANOTHER DIMENSION-- A DARK DIMENSION!

THEN HAVE I ACTUALLY SUCCEEDED IN DUPLICATING THE POWERS OF *CLOAK*?

NO! THIS ISN'T AN ALL BLACK DIMENSION! IT'S... POLKA DOTTED?!

SOMEHOW WHEN THE RADIATION PRODUCED BY THE DUPLICATER BEGAN TO SHIMMER, THE POWER SHORTAGE ALTERED THE WAVE-LENGTH BEING BROADCAST!

I WAS TRANSPORTED TO A PLACE OF HALF DARKNESS AND HALF LIGHT!

I WONDER WHAT PROPERTIES THESE STRANGE DOTS POSSESS?

MORE TO THE POINT, I WONDER IF I CAN EVER GET *HOME* FROM HERE?

AS EAGER AS I WAS TO STUDY THIS PHENOMENON, I FORGOT HOW LITTLE RESEARCH I'D BE ABLE TO DO WITHOUT ACCESS TO MY EQUIPMENT.

BUT WAIT-- OVER THERE...

THAT GROUPING OF SPOTS LOOKS FAMILIAR!

I DO BELIEVE I GLIMPSED IT WHEN I WAS FIRST PROPELLED INTO THIS SPACE--JUST BEFORE I PASSED OUT!

17

IT'S ALMOST LIKE BEING WEIGHTLESS IN SPACE, BUT IF I MAKE SWIMMING MOTIONS... I SEEM ABLE TO GAIN SOME CONTROL OF THE DIRECTION I DRIFT IN.

PERHAPS BY LAUNCHING MYSELF BACK THROUGH THAT CLUSTER, I CAN RETURN TO MY OWN PLANE! IT'S A LONGSHOT--

--BUT THEN AGAIN, WHAT OTHER CHOICE DO I HAVE?

THAT BIG SPOT... IT LOOKS LIKE IT'S THE RIGHT SIZE TO BE THE ONE I PASSED THROUGH IN THE FIRST PLACE!

WELL, HERE GOES NOTH--

--ING!

I *MADE* IT! I'M *BACK!* BUT WHY IS THE LAB SO DARK?

WHAT?! THE HOLE I PASSED THROUGH IS FADING... DISAPPEARING!

BLAST! THERE GOES MY CHANCE TO STUDY IT AND...

GREAT HEAVENS! LOOK AT ME! I-I'M COVERED WITH SPOTS FROM HEAD TO TOE!

SOMEHOW THAT CLUSTER OF SPOTS I PASSED THROUGH IN THE OTHER DIMENSION HAS ADHERED TO ME!

MUST BRUSH THEM OFF ME, NO TELLING WHAT EFFECT THEY'RE LIABLE TO HA...

MY HAND!!

WHAT'S HAPPENED TO MY HAND?!

18

WHILE OUTSIDE, JUST AS THE CIRCLE OF DARKNESS FADES FROM OUR DIMENSION...

ALL RIGHT, SPIDER, IF YOU'RE THAT DETERMINED TO FIND OUT WHERE I GOT MY POWERS, I WON'T LEAVE YOU IN THE DARK ANY--

--LONGER?!

PRAISE THE LORD, I SAW THE LIGHT!

NEW Boppo OLA

C'MON, FELICIA, STOP STALLING! WITH THE BLACKOUT OVER, THERE SHOULDN'T BE ANY MORE EMERGENCIES TO INTERRUPT US!

WELL, THE TRUTH IS, I GOT MY POWERS FROM... THE KINGPIN!

THE KINGPIN OF CRIME?! BUT HOW? AND MORE IMPORTANTLY... WHY?!

THE "HOW" PART I DON'T REALLY UNDERSTAND! HE HAD SOME MACHINES AND SOME DRUGS THAT GAVE ME MY CAT-LIKE ABILITIES.

THEY ENHANCED MY STRENGTH, SPEED AND AGILITY-- AND GAVE ME A "BAD LUCK" FACTOR THAT CAUSES HARM TO BEFALL ANYONE, OR ANYTHING THAT TRIES TO HARM ME!

AS FOR THE "WHY", I SHOULD THINK YOU'D KNOW THE ANSWER TO THAT!

I DID IT, FOR *YOU*, SPIDER!

NEW Boppo OLA

WHAT?!

OF COURSE. I WANTED TO BE WITH YOU, SHARE YOUR ADVENTURES. BUT YOU FEARED FOR MY SAFETY!

THE ONLY WAY I COULD KEEP UP WITH YOU WAS TO GAIN POWERS THAT WOULD PUT US ON AN EQUAL FOOTING! I WENT TO EVERY SUPER HERO GROUP IN TOWN, AND NO ONE WOULD HELP ME. FINALLY, AS A LAST RESORT, I WENT TO THE KINGPIN!

I FINALLY FIGURED, WHAT DIFFERENCE DID IT MAKE *WHERE* I GOT THEM, AS LONG AS I *GOT* THEM!

19

ARE YOU CRAZY? THE KINGPIN DOESN'T GIVE ANYTHING AWAY! WHAT DID HE DEMAND IN RETURN FOR THOSE POWERS?

WELL, HE MADE ME HELP THE ANSWER STEAL SILVERMANE'S BODY FROM THE MORGUE--BUT NOBODY GOT HURT, AND NOW MY DEBT IS PAID!

BUT LOTS OF PEOPLE *WERE* HURT, FELICIA! YOU'RE JUST LUCKY THAT NO ONE GOT *KILLED* WHEN SILVERMANE WAS BROUGHT BACK TO LIFE AND WENT ON A RAMPAGE! AND BESIDES, WITH A GUY LIKE THE KINGPIN, YOUR DEBT'S NOT PAID 'TIL *HE* SAYS IT IS!

I CAN'T BELIEVE YOU WERE SO IRRESPONSIBLE!

I'VE GOT HALF A MIND TO GRAB YOU AND TRY TO SHAKE SOME SENSE INTO THAT EMPTY HEAD OF YOURS--!

HEY! WHY IS *MY* SPIDER-SENSE TINGLING ALL OF A SUDDEN?

YOW! THE ROOF--GIVING WAY BENEATH MY FEET!

GOT TO GET CLEAR!

THWIP!

SNAGGED THAT WATER TOWER WITH MY WEB LINE. NOW I'LL JUST PULL MYSELF CLEAR BEFORE THE ROOF COLLAPSES ALTOGETHER!

THERE, DID IT! NOW I'LL JUST PERCH ON THE SIDE OF THE TOWER AND...

CRASH!

NO! THE BOARDS ARE ROTTEN! THEY'RE SHATTERING!

SPIDER! ARE YOU ALL RIGHT? LET ME--

STAY BACK, FELICIA!

WHAT?! BUT WHY?

DON'T TOUCH ME! YOUR BAD LUCK POWERS MUST HAVE CAUSED THIS!

THAT'S IMPOSSIBLE! THEY ONLY WORK WHEN SOMEONE TRIES TO ATTACK ME! AND YOU--

AND I SAID I FELT LIKE SHAKING SOME SENSE INTO YOU!

BUT THAT WAS NO REASON TO USE THE POWER ON ME!

I *DIDN'T* USE THE POWER ON YOU SPIDER! THE TRUTH IS I...ER... DON'T REALLY HAVE ANY CONTROL OVER THAT PART OF MY POWER!

IT JUST SORT OF...HAPPENS!

BUT IF YOU'RE OVER BEING UPSET WITH ME, I'M SURE IT WON'T AFFECT YOU AGAIN!

LET ME HELP YOU UP!

WELL... OKAY.

THERE--SEE? YOU'RE SAFE AND SOUND NOW.

BUT A LITTLE DAMP!

OH, WELL, NOBODY'S PERFECT!

OH, SPIDER, I WOULD NEVER HURT YOU PURPOSELY. YOU KNOW THAT!

I GAVE UP CRIME FOR YOU--

--I GAINED THESE POWERS FOR YOU--

--AND I GAVE MY HEART TO YOU!

DON'T TURN ME AWAY!

CAT, I...

I'VE GOT A LOT TO THINK ABOUT! WE BOTH DO! I THINK I'D LIKE TO BE ALONE TONIGHT!

ALL RIGHT, SPIDER. I UNDERSTAND.

21

AND TOMORROW NIGHT...?

TOMORROW NIGHT I THINK WE'D BETTER GO AND PAY A CALL ON THE KINGPIN--

--AND TRY TO LEARN ONCE AND FOR ALL JUST WHAT SORT OF "GIFT" THESE POWERS HE GAVE YOU REALLY ARE!

O-OKAY, LOVER! WHATEVER YOU THINK IS BEST!

UNTIL TOMORROW NIGHT THEN, SPIDER, MY LOVE!

TILL TOMORROW NIGHT, CAT!

SPIDER SEEMED SO DISTANT! BUT I GUESS HE'S JUST GOT A LOT ON HIS MIND!

THE WAY HE KISSED ME, I KNOW HE LOVES ME! HE COULD NEVER LEAVE ME!

I LOVE HER, I REALLY DO. BUT SHE'S SO TOTALLY AMORAL-- AND SO IN LOVE WITH MY COSTUMED IDENTITY AND NOT THE REAL ME...

I LOVE HER, BUT CAN I REALLY STAND TO STAY WITH HER--? SPEND MY LIFE WITH HER?

I DON'T KNOW... I JUST DON'T KNOW!

WHILE IN THE LAB AT THE KINGPIN'S HQ...

IF WHAT I THINK IS TRUE, THESE SPOTS MAY WELL GIVE ME THE POWER TO DEFEAT ANYONE!

BUT BEFORE I REVEAL MY DISCOVERY TO THE KINGPIN IT SEEMS ONLY FITTING I *TEST* THAT POWER!

IF ONLY ONE OF HIS ENEMIES WOULD PRESENT HIMSELF-- THAT WOULD BE A FITTING TEST!

IF ONLY MICAH SYNN, OR DAREDEVIL WOULD ATTACK-- OR BETTER YET, *SPIDER-MAN!*

YES, SPIDER-MAN! WITH HIS POWERS HE WOULD BE THE GREATEST TEST OF ALL!

THE GREATEST TEST OF ALL, IN A LITTLE TALE WE LIKE TO CALL...

NEXT SPIDEY-ON-THE-SPOT!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

CANNONBALL™

Stan Lee PRESENTS:

THE INCANDESCENT MAN

OH, STEVE! FROM WAY OUT HERE, WITH THE DUSK ALL AROUND US AND THE CITY LIGHTS SHINING...

...MANHATTAN SEEMS SO...PEACEFUL! AND *SAFE!* NOT AT ALL LIKE THE STORIES WE GET BACK HOME IN TULSA!

THAT'S WHY US NEW YORKERS KEEP STATEN ISLAND AROUND! SO WE CAN RIDE OUT ON THE FERRY AND IMPRESS OUR GIRLS!

US NEW YORKERS? STEVE... YOU'RE PLANNING TO STAY?

LOUISE SIMONSON
WRITER
BRET BLEVINS
PENCILER
MIKE ESPOSITO
INKER
JANICE CHIANG
LETTERER
GEORGE ROUSSOS
COLORIST
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR IN CHIEF

I'VE GOT TO, SUE! IF I'M GONNA BE AN ILLUSTRATOR, THIS IS WHERE I'VE GOTTA BE!

I WAS KINDA HOPING YOU'D BE HERE WITH ME?

OH...! WELL... I-IT IS BEAUTIFUL!

NOT NEAR AS BEAUTIFUL AS YOU ARE, BLUE EYES!

LOOK! THE FERRY'S ABOUT TO DOCK! THIS IS THE BEST PART!

LEAN WAY OUT OVER THE RAIL AND LOOK DOWN!

SOME GUYS BUNGLE THE DOCKING BUT SOME GUYS SLIDE IN REAL SMOOTH!

STEVE, LOOK! SOMETHING'S FLOATING DOWN THERE! IT'S--

EEEEEEE

MINUTES LATER...

GET IT UP ON DECK! THAT'S THE WAY!

FROM THE TOP DECK, IT LOOKED LIKE A BODY!

IT IS A BODY... ISN'T IT?

I DON'T KNOW! I--

I CAN'T LET G--

AARRGGHH!

THAT *THING*! IT'S STAGGERING UP...

LOOK! IT'S REACHING OUT AND--ALL THE ELECTRICITY IN THE DOCK! IT'S DRAINING IT *INTO* ITSELF!

"IT'S GLOWING NOW, SUE--LIKE... LIKE AN *INCANDESCENT MAN!*

"AND IT'S BLACKED OUT THE WHOLE DARN DOCK!"

3

MEANWHILE, ALONG FIFTH AVENUE...

SAKS & COMPANY

AH DON'T KNOW! SHE LIKES *PINK* FER SURE!

AN' FLOWERS! AN' FEATHERS! AN'...

AH! 'COURSE MAH HAIR'S A LITTLE SHORTER'N HERS...

...BUT IT SEEMS NEAR PERFECT!

IT'S A LOVELY HAT, YOUNG MAN!

THANKS! IT'S FOR MAH *MOM!*

SHE CAME HERE ONCE FROM KENTUCKY WHEN SHE WAS YOUNG...

...AN' SHE ALWAYS SAID SAKS HAD BEAUTIFUL THINGS! BUT SHE WAS TOO POOR THEN T'DO MORE'N LOOK! AH FIGURE SHE *DESERVES* IT!

THAT'S $54.11!

I-IT SAID $49.99!

SALES TAX.

OH! UH... *HERE!*

WELL, THAT 'BOUT CLEANED ME OUT, BUT IT'S WORTH EVERY HOUR IT TOOK T'EARN THE MONEY!

MOM ALWAYS FANCIED HATS, BUT SINCE DADDY DIED, THERE HASN'T BEEN MUCH MONEY FOR LUXURIES!

AN' MAH BEIN' IN THE *NEW MUTANTS* AN' HAVIN' TO LEARN TO CONTROL MAH POWERS AT PROFESSOR XAVIER'S SCHOOL...

...KEPT ME FROM TAKIN' MAH PLACE AS MAN OF THE FAMILY AN' EARNIN' SOME! BUT IT DIDN'T STOP ME FROM BUYIN' THIS *HAT!*

'COURSE PROFESSOR X'S BEEN SENDIN' MONEY TO HER REGULAR, BUT MOM'S TOO PROUD T'TAKE MUCH HELP!

JUST AS WELL! AH'M GONNA FLUNK OUT, AH JUST KNOW IT! AH JUST MIGHT BE DELIVERIN' THIS HAT PERSONALLY!

4

GOLLY! WOULD YOU LOOK AT *THAT!*

SPIDER-MAN!

WOW! HE'S A GREAT GUY, TOO, THE WAY HE HELPED US *NEW MUTANTS* BACK WHEN BOBBY AN' RAHNE WERE KIDNAPPED!*

IT MAKES *ME* NERVOUS T'BE IN AN ELEGANT STORE LIKE SAKS, T'EVEN BE IN MANHATTAN...

BUT HE ACTS LIKE HE OWNS THE WHOLE **TOWN!**

*TEAM UP ANNUAL #6-- DANNY.

AH GUESS HE SORT OF *DOES!* HIS PICTURE'S IN THE *BUGLE* ALL THE TIME! HE'S *FAMOUS* AN' GLAMOROUS AN' AGILE AN'...

...AN' EVERYTHING I'LL *NEVER* BE! I'LL BET *SPIDER-MAN* NEVER HAS TO WORRY ABOUT MUNDANE STUFF LIKE *SCHOOL* AND *SALES TAX!*

5

MAYBE I SHOULDN'T HAVE QUIT SCHOOL! I LOVED BIO-PHYSICS!

BUT A GUY HAS TO EARN A LIVING AND I COULDN'T BE A GRAD STUDENT AND SPIDER-MAN *AND* A PHOTOGRAPHER!

IT WAS TOO MUCH! I HAD TO *CHOOSE!*

IF ONLY I COULD EXPLAIN THAT TO AUNT MAY! BUT IT'D KILL HER TO LEARN I'M *SPIDER-MAN!*

AND RIGHT NOW SHE'S SO MAD THAT I QUIT GRAD SCHOOL, SHE'S NOT SPEAKING TO ME, ANYWAY!

HEY! HER BIRTHDAY'S COMING UP! MAYBE IF I GOT HER A REALLY SPECTACULAR *PRESENT...*

WHO'M KIDDING? UNLESS I SELL MY LATEST SHOTS OF ME STOPPING SOME MUGGERS, I'LL BE EATING PEANUT BUTTER AND SALTINES FOR A WEEK!

MIGHT AS WELL FINISH OFF THE ROLL.

ON A CLEAR NIGHT LIKE THIS WITH THE CITY LIGHTS BLAZING, I GUESS NEW YORK'S MY KIND OF TOWN!

KLIK!

WHIRRR!

RATS! I'M GONNA BE LATE! I PROMISED ROBBIE I'D BE AT THE BUGLE AT EIGHT SHARP!

AND IT'S NOT GOOD POLICY FOR A FREE-LANCER TO KEEP HIS EDITOR-IN-CHIEF WAITING!

MY BLACK COSTUME* SURE MADE IT EASIER TO MAKE THE SWITCH FROM SPIDEY TO *PETER PARKER,* FREE-LANCE PHOTOGRAPHER...

...BUT THE THOUGHT THAT IT WAS A SENTIENT ALIEN PARASITE THAT WAS TRYING TO TAKE ME OVER...! IT STILL GIVES ME THE SHUDDERS!

*ACQUIRED DURING THE *MARVEL SUPER-HEROES SECRET WARS*--DANNY.

WELL, IT'S SAFELY IMPRISONED IN THE BAXTER BUILDING NOW! AND IF ANYONE CAN HANDLE IT, REED RICHARDS CAN!

HI, ROBBIE!

YOU'RE LATE, PETE!

CHEER UP, ROBBIE! WAIT'LL YOU SEE THESE SHOTS!

REMEMBER, IF THEY'RE SPIDER-MAN PIX, UNLESS THEY'RE REALLY ***SPECTACULAR***, I'M PROBABLY NOT GONNA BE INTERESTED.

THE PUBLIC'S BORED WITH SPIDER-MAN, UNLESS HE'S FIGHTING SOMEONE REALLY DANGEROUS LIKE THE SCORP--

HEY-- LET ME GET 'EM DEVELOPED ***BEFORE*** THE LECTURE, OKAY?

AND SOON...

SHEESH! WHAT A GROUCH! THEY ***ARE*** A LITTLE FUZZY, THOUGH!

SPIDER-MAN-- FIGHTING MUGGERS? SORRY, BUT NO THANKS. BESIDES THEY'RE OUT OF FOCUS. YOU REALLY OUGHTTA SHARPEN UP YOUR TECHNIQUE!

WHY NOT FIND NEW SUBJECTS, PETE? LIKE I TOLD YOU BEFORE, TRY SHOOTING SOME ***OTHER*** HEROES?

THE CITY SHOTS ARE ***BETTER*** THOUGH! ALL THE PASSION OF YOUR OTHERS, BUT... GREAT TECHNIQUE!

IT'S ALMOST LIKE THEY WERE TAKEN BY SOMEBODY ELSE!

AGONIZING MINUTES LATER...

RATS! OF ***COURSE*** THE CITY SHOTS WERE BETTER! I ***TOOK*** THOSE! IT'S A MIRACLE ***ANY*** OF MY ***SPIDEY*** SHOTS COME OUT...

...WITH MY CAMERA WEBBED TO A WALL CLICKING AWAY ON AUTOMATIC!..

HEY, LOOKS LIKE A CHUNK OF CHELSEA-- MY NEIGHBORHOOD IS-- BLACKED OUT! THERE COULD BE LOOTING!

SO WHY SHOULD I CARE! THE PUBLIC'S ***BORED*** WITH SPIDEY-- REMEMBER?

NO! I'M A HERO-- NOT AN ENTERTAINER!

I IGNORED TROUBLE ONCE, LET A BURGLAR ESCAPE, AND MY UNCLE BEN DIED BECAUSE OF IT!

I CAN'T LET THAT HAPPEN AGAIN! EVER!

7

CHELSEA, IN LOWER MANHATTAN, HAS SHUT DOWN.

LIGHTS FROM NEON SIGNS, FROM LOFTS AND STREET LAMPS AND TRAFFIC LIGHTS PUNCTUATE THE DARKNESS...

... AND PULSE WITH ELECTRICITY, PROVIDING A RARE FEAST...

...FOR THE INCANDESCENT MAN!

WHILE, IN THE CATSKILL MOUNTAINS...

HE'S OUT THERE SOMEWHERE--AWAKE AGAIN! I CAN FEEL IT!

AWAKE, ALIVE... AND HUNGRY! BUT NOT STRONG ENOUGH FOR MY INSTRUMENTS TO LOCATE HIM--YET!

PING!

AH, MANHATTAN! OF COURSE! THERE'S MORE ELECTRICITY THERE THAN ANY OTHER CITY IN THE WORLD!

MY HOVER-CRAFT AND MY EQUIPMENT IS ALL READY!

I'VE GOT TO GET THERE--FAST--BEFORE HE SLIPS FROM MY GRASP AGAIN!

WHUP. WHUP. WHUP!

8

MEANWHILE...

AH'D GET LOST FOR SURE IF AH RODE THE SUBWAY! AH'M HALFWAY THERE, ALREADY! BUT, MAN, MAH CITY SHOES ARE KILLIN' ME!

WISH AH COULD JUST BLAST OFF AN' FLY T' PORT AUTHORITY BUT THAT'D REVEAL MAH SECRET IDENTITY!

'SIDES, AH CAN'T TURN TOO WELL!

AH'D PROB'LY CRASH INTO SOMETHIN' AN' GIVE MUTANTS A WORSE NAME THAN THEY ALREADY--

HEY, WHAT'S GOIN' ON?

AH'VE HEARD NEW YORKERS'RE *PUSHY*, BUT THIS IS RIDICULOUS!

WHILE ABOVE...

THE LIGHTS ARE OUT ALL IN A LINE DOWN BROADWAY! INTERESTING!

AH! ANOTHER BLOCK FLICKERS AND DIES!

HE SEEMS TO BE MOVING IN A STRAIGHT LINE TOWARD *TIMES SQUARE!*

WONDERFUL! I'LL HAVE PLENTY OF MANEUVERING ROOM THERE! HE WILL SOON BE *MINE!*

AND WHEN HE IS, *PROJECT PEGASUS* WILL REGRET THEY EVER CREATED HIM!

AND, EN ROUTE TO CHELSEA...

MAYBE ROBBIE'S RIGHT! MAYBE I SHOULD TAKE PHOTOS OF *ANOTHER* GUY IN ACTION!

FOR SURE I'LL GET BETTER SHOTS! I MIGHT AS WELL ADMIT IT. IT'S BECOME KIND OF A CHALLENGE.

LOOKS LIKE THIS BLACKOUT REALLY *DID* SET OFF A RIOT! I JUST HOPE I CAN TAKE PICTURES THAT WILL SHOW UP.

GOLLY, *SPIDER-MAN!*

MAYBE THIS IS MORE THAN ORDINARY RUSH-HOUR JOSTLING!

EXCUSE ME, MISTER! WHAT'S GOIN' ON UP THERE?

SOME SORTA *MONSTER*, KID. HEADING INTO TIMES SQUARE!

PROBABLY ONE A' THEM *MUTANT MENACES* I BEEN READIN' ABOUT IN THE PAPERS!

A *MONSTER*, GOLLY! FOLKS MIGHT GET HURT!

THANKS, SIR! NICE TALKIN' TO YOU!

AND SAM GUTHRIE IGNITES THE THERMO-CHEMICAL REACTION THAT TRANSFORMS HIM INTO AN INVULNERABLE LIVING CANNONBALL...

... AND ROCKETS HIM TOWARD TIMES SQUARE...

HOLY COW!

ENJOY Coca-Cola

8:07

SUPERFAB MARVO

BITE

PALACE *La Cage aux folle*

SOLOME

HALT! HALT OR WE'LL SHOOT!

BLADES OF CINAMINOD

AH *KNOW* PROFESSOR X'S REAL DISAPPOINTED IN ME!

THE OTHER *NEW MUTANTS* CAN MOSTLY CONTROL THEIR POWERS NOW. BUT ME? AH CAN BARELY TURN!

BUT MAYBE, THIS TIME, A TURN'LL BE ALL I *NEED!*

FIRE!

BLAM!

BLAM!

HEY, CASEY! THOSE BULLETS AREN'T DOIN' NUTHIN'...

"...'CEPT MAKIN' HIM *MADDER!!!*

*THE INCANDESCENT MAN WHIPS OUT A GLOWING HAND AND **LIGHTNING** LASHES TOWARD THE BLUE-CLAD OBSTRUCTIONS...*

SPOT

OOF!

ATHLETIC

SORRY, SIR!

SPLASH!

CRASH!

AH WAS SCARED YOU'D BE *FRIED!*

AH SMASHED THAT HYDRANT! RATS!

H-HEY! IS HE-- *SHRINKING?*

GGGRRRRR!

OH NO! MOMMA'S *HAT!*

CLIK
WHIRRRRR

GOT SOME GREAT ANGLES ON THE KID SAVING THE COPS! AND WITH THAT MONSTROUS FIGURE CHASING HIM!

MAN, WHAT SHOTS! ROBBIE'S GONNA *PLOTZ* WHEN HE SEES THESE! MAYBE I'LL MAKE IT AS A PHOTOGRAPHER, AFTER ALL!

THAT GUY MIGHT BE SHRINKIN' LIKE THE WICKED WITCH O' THE WEST, BUT THAT'S NOT STOPPIN' HIM!

AN' IT SEEMS LIKE HE KNOWS WHO CAUSED ALL HIS TROUBLES!

CLIK
WHIRR

MONSTER'S RUNNING PAST ME, FOLLOWING THE KID! ONE MORE SHOT AND...

LOOKS LIKE HE'S GAININ' ON ME!

JUST HOPE AH CAN REACH MAMA'S *HAT* 'FORE IT REACHES *ME!*

THWIP!

NOW!

THAT'LL HOLD HIM FOR ALL OF *FIVE SECONDS!* BUT IT SHOULD BE ENOUGH TO--

MY *HAT!*

GOT IT?

YEAH! THANKS!

WE SHOULD BE SAFE NOW UP HERE, *CANNONBALL,* AT LEAST FOR A WHILE!

VOX

12

YOU *REMEMBER* ME? GOLLY!

I'VE MET *ALL* YOU *NEW MUTANTS*-- REMEMBER? AND HOW MANY GUYS *ARE* THERE WHO CAN BECOME A HUMAN ROCKET, ANYWAY?

NOT MANY THAT'RE AS BAD AT IT AS AH AM!

AH SURE MADE A BOTCH OF THINGS--NOT BEIN' ABLE TO TURN TOO WELL AND SMASHIN' THE HYDRANT AN' ALL!

AH'M ALWAYS DOIN' THINGS LIKE THAT! AT THIS RATE, AH WON'T BE A *NEW MUTANT* FOR LONG!

PROFESSOR XAVIER'S GONNA FLUNK ME OUT... AH JUST KNOW IT!

AND THE HAT?

OH *THAT!* IT'S A PRESENT FOR MAMA!

THANKS FOR SAVIN' IT--AN' ME!

I DUNNO, CANNONBALL! SEEMS LIKE YOU WERE DOING OKAY TO *ME!*

LOOK!

HE *IS* GETTIN' SMALLER!

YEAH! HE SEEMS TO BE MADE OF *ELECTRICITY!*

AND *CITY WATER*--WITH ITS HIGH MINERAL CONTENT--IS A GREAT CONDUCTOR!

LOOKS LIKE IT'S DRAINING THE ELECTRICITY FROM HIM!

GOLLY!

13

HE IS A LITTLE MORE THAN A SHADOW WHEN, FINALLY, HE STAGGERS FROM THE SPRAY OF WATER...

... HUNGERING... **STARVING** FOR POWER!

TIMES SQUARE BLAZES BEFORE HIM -- AN ELECTRONIC **BANQUET**...

... AND THE **INCANDESCENT MAN** GORGES HIMSELF!

HOLY COW! HE'S CALLIN' THE **ELECTRICITY** TO HIM!

YEAH! AND HE ABSORBED IT -- **ALL** OF IT!

NO KIDDIN'! IN ALL TIMES SQUARE, HE'S THE ONLY LIGHT LEFT BLAZIN'! AN' HE'S BIGGER THAN EVER!

HOW IN SAM HILL'RE WE GONNA **STOP** HIM!

WHUP-WHUP-WHUP!

THIS MAY BE WISHFUL THINKING, BUT MAYBE THE CAVALRY HAS ARRIVED!

YEAH! BUT WHAT CAN A **'COPTER PILOT** DO? USE THE WIND FROM HIS BLADES TO BLOW THAT GUY OUT LIKE A CANDLE?

LOOKS LIKE IT'S LOWERING SOMETHING... A **NET**?

14

WHUP-WHUP-WHUP! WOOOOSH!

AW GEEZ, NOT AGAIN!

THE DAMPER NET IS CONSTRUCTED OF HEAT-RESISTANT, NON-CONDUCTING FIBERS...

...BUT FOR ALL THEIR TOUGHNESS, THEY MAY NOT BE ENOUGH!..

ANRAK

FOR HOW COULD THEIR MAKER KNOW THAT THE INCANDESCENT MAN WOULD BE POWERED BY ALL OF TIMES SQUARE?

SLOWLY, BIT BY BIT, THE FIBERS MELT...

...UNTIL THE INCANDESCENT MAN HANGS SUSPENDED BY SEVERAL MELTING, TENUOUS THREADS...

WHILE BELOW...

GOTCHA!

RATS! THE ONLY WAY AH CAN STOP IS TO RUN INTO SOMETHIN', BUT THAT'S VALUABLE PROPERTY! AH CAN'T--

COME ON, GUTHRIE, DARN IT, TURN!

CRASH!

WHEW! AH DID-- UH-OH!

HOPE THAT STATUE WASN'T AN ANTIQUE!

AT LEAST MAH CANNONBALL FORCE-FIELD MAKES WHATEVER AH'M CARRYIN' AS INVULNERABLE AS IT MAKES ME, OR MAMA'S HAT'D BE A GONER!

GOTTA STRAIGHTEN OUT! THE SUBWAYS'RE DOWN BELOW! IF AH SMASH INTO THEM, PEOPLE MIGHT GET HURT!

OH, GOLLY! WHAT AM AH GONNA DO?

WHOA! THE MONSTER! AH ALMOST FORGOT!

THE 'COPTER GOT HIM, ALL RIGHT, BUT HE'S PRETTY NEAR MELTED HIS WAY OUTTA THAT NET! ANY SECOND NOW...

THE WATER, CANNONBALL!

REMEMBER WHAT HAPPENED WITH THE HYDRANT!

15

TACKLE THAT MONSTER BEFORE HE FALLS AND GET HIM INTO THE HUDSON!

THE RIVER WATER'LL DRAIN HIS POWER!

UH... RIGHT!

HERE, SPIDEY--CATCH!

IF THIS DOESN'T WORK OUT LIKE WE HOPE, SEE THAT MAH MAMA GETS THE HAT!

AN

NOW THAT'S A SHOT ROBBIE'LL PAY BIG BUCKS FOR! BETTER GRAB MY CAMERA--FAST!

GOTCHA!

AS CANNONBALL HITS, THE INCANDESCENT MAN LOOSES A BARRAGE OF LIGHTNING SO SPECTACULAR...

...THAT THE HOVERCRAFT'S SHIELDING CANNOT WITHSTAND IT.

16

DOWN... DOWN IT SPIRALS... MOTOR RUNNING, THREATENING TO SPIN OUT OF CONTROL...

...WHILE ITS PILOT FIGHTS IT EVERY INCH OF THE WAY...

CLIK-WHRRR! CLIK-WHRRR!

MAN! I'M GETTING SOME SPECTACULAR SHOTS! THIS IS--

SPIDEY!

HUH?

WHICH WAY IS THE HUDSON?

THAT WAY!

THWIP!

MAYBE SHOOTING PIX OF CANNONBALL *WASN'T* SUCH A HOT IDEA! I GOT SO INVOLVED IN RECORDING IT ALL...

...THAT I ALMOST FORGOT TO *DO* ANYTHING!

THAT CHOPPER PILOT MADE A GAME TRY AT STOPPING THE MONSTER.

HE DESERVES BETTER THAN TO CRASH INTO TIMES SQUARE WHILE THE WOULD-BE-RESCUER RECORDS HIS DESCENT!

I WONDER HOW *CANNONBALL'S* MAKING OUT?

CRASH! WHAM! BASH!

OH, GOLLY! AH SURE HOPE THAT'S THE *RIVER* UP AHEAD! AH DON'T KNOW IF MANHATTAN CAN *TAKE* MUCH MORE OF MAH RESCUIN'!

17

WHILE UP ABOVE, SPIDEY LEAPS TO THE WOBBLING HOVERCRAFT, AND...

THUMP!

WHAT ARE YOU *DOING*? TRYING TO GET KILLED, *TOO*?

GET AWAY!

HOW CAN WE GET THIS CRATE DOWN SAFELY?!

WE *CAN'T!* THE LIGHTNING SHORTED OUT THE SHIP'S ELECTRICAL SYSTEM AND THE STABILIZER'S SHOT!

THE DOORS ARE STUCK SHUT, MANUAL OVERRIDE'S OUT, TOO!

I'M TRYING TO GET THIS THING TO CRASH WHERE IT WON'T *KILL* ANYONE-- AND YOU'RE NOT HELPING! SO *GET OFF!*

I'M GETTING OFF, ALL RIGHT...

...AND *YOU'RE* COMING WITH ME!

RIIIPPP!

YOU MEAN YOU HAVEN'T HEARD OF THE FABLED STRENGTH OF THE SPECTACULAR--

YOU *IDIOT! DON'T!* IT'S *UNSTABLE!* IT'LL *ROLL!* YOU'LL--

YOW!

YEP! IT'LL ROLL ALL RIGHT!

EEEEEEEE!

18

MEANWHILE...

WA-HOOOO! THE RIVER-- AT LAST!

END OF THE LINE, MISTER! EVERYBODY OUT!

WITH A SPECTACULAR FLASH, THE POWER DRAINS FROM HIM...

SPLAASH.. SIZZZKK!

...AND THE INCANDESCENT MAN IS NO MORE!

HOLY COW! NOT AGAIN!

NOW AH'M ROCKETIN' STRAIGHT INTO STUFF ON THE *JERSEY* SIDE O' THE HUDSON!

WHAT WOULD SPIDEY TELL ME T'DO NOW?

PROFESSOR X AND THE *NIGHTCRAWLER'* VE BOTH BEEN TRYIN' T' GET ME TO PRACTICE CUTTIN' MAH POWER AND FLIPPIN...

...AN' THAT MOVE AH SAW *SPIDEY* MAKE BACK IN TOWN...

...IF AH CAN COPY IT...

...JUST A LITTLE...

...IT JUST MIGHT DO THE TRICK!

YAH-HOOOO!

IT WORKED!

AH DID IT!

SPLASH!

19

WHILE BACK IN TIMES SQUARE...

'COPTER'S WOBBLIN' LIKE MAD AND LOSING ALTITUDE. GOTTA AIM THIS JUST RIGHT...

FWIT

THWIP!

EEEEEEEEEE

"--AND EASE HER DOWN GENTLY."

UNNH-- THANKS!

THE SHIP'S VEERED OVER THE CENTER OF TIMES SQUARE! THE PILOT'S OUT OF HARM'S WAY NOW...

NOBODY AND NOTHING BUT A *STATUE* DIRECTLY BELOW US-- AND CANNONBALL'S ALREADY SMASHED THAT!

THERE'LL NEVER BE A BETTER TIME TO TRY THIS THAN NOW!

THWIP!

THAT OUGHTA STOP THE BLADES FROM SPINNING...

...AND MAKE THAT COPTER DROP LIKE A STONE!

BOOM!

THE EXPLOSION KNOCKED LOOSE THE MOVIE MARQUEE!

AND CANNONBALL'S HAT! I LEFT IT THERE! I'LL NEVER REACH IT IN--

IS *THIS* WHAT YOU WERE WORRIED ABOUT?

PRETTY! BUT, I'D NEVER HAVE GUESSED PINK WAS YOUR COLOR!

20

LATER AT THE PIER...

CANNONBALL! WHAT'RE YOU *DOING* IN THERE? COME ON OUT!

THAT *GLOWIN' GUY!* AH DROPPED HIM IN HERE SOMEWHERE... AND NOW AH CAN'T FIND HIM! WHAT IF HE DROWNED OR...

YOUR FRIEND'S SORT OF STUBBORN, ISN'T HE? LET ME TALK TO HIM!

CANNONBALL! LISTEN TO ME! IT'S NO USE! HE'S GONE!

THAT "GLOWIN GUY" WAS TRANSFORMED AS PART OF AN EXPERIMENT WITH BIO-CONDUCTORS...

"...BY A GOVERNMENT RESEARCH FACILITY CALLED *PROJECT PEGASUS*. THEY WERE TRYING TO GIVE HIM THE POWER TO DRAW ELECTRICITY TO HIMSELF...

"...TO CHANNEL IT THROUGH HIS BODY AND, BY VIRTUE OF HIS HUMAN INTELLECT, USE IT DIRECTLY AS A TOOL. THEY CALLED HIM THE *INCANDESCENT MAN!*

PEGASUS

"AT FIRST HE WAS OKAY, BUT EVENTUALLY ALL THAT ELECTRICITY COURSING THROUGH HIS SYSTEM DROVE HIM MAD.

"HE ESCAPED BY SHUTTING DOWN ALL OF PEGASUS'S POWER AS HE ALMOST SHUT DOWN MANHATTAN'S...

"...AND DISAPPEARED INTO ONE OF THE RIVERS UPSTATE--WHICH DRAINED HIS BODY OF ITS ELECTRONS AS YOUR MANEUVER DID A LITTLE WHILE AGO!"

I KNEW HE WASN'T DEAD THEN... AS I KNOW IT NOW!

I'VE BEEN TRACKING HIM FOR MONTHS, CANNONBALL... AND I *KNOW!* YOU'LL NEVER FIND HIM.

COME ON OUT! YOU'VE DONE ALL YOU CAN DO!

OKAY! AH GUESS YOU'RE RIGHT! AH'M COMIN'!

21

PARDON ME FOR ASKIN, MA'AM, BUT WHAT'S *YOUR* INTEREST IN THE INCANDESCENT MAN?

SOUNDS LIKE YOU'VE BEEN LOOKIN' FOR HIM A GOOD LONG WHILE!

HE'S MY BROTHER! MY *TWIN* BROTHER! I'LL *CONTINUE* TO TRACK HIM, AND ONE DAY, WHEN HE'S NOT AS POWERFUL AS HE WAS TODAY, I'LL CAPTURE HIM...

...AND SOMEHOW, I'LL HARNESS ALL HIS *POWER* TO *DESTROY* THE PLACE THAT CREATED HIM!

SOMETIME LATER...

THAT WAS *SOME* LADY! *REAL* DETERMINED!

YEAH! HERE! SHE SAVED YOUR HAT! AND I GRABBED YOUR CLOTHES, HERE.

THANKS!

YA KNOW... ALL THAT'S HAPPENED HERE! IT MAKES ME WANT TO GET BACK TO THE SCHOOL AND TRY AGAIN!

AH DIDN'T ASK TO BE BORN A MUTANT, BUT AH'M ONE ANYHOW...

...SO MAYBE AH'D BETTER JUST BE THE BEST ONE AH CAN BE AN' STOP WORRYIN' ABOUT THE COMPETITION!

AH TRIED A MOVE AH SAW YOU DO EARLIER!

AH WAS PRETTY CLUMSY, BUT IT GAVE ME THE IDEA THAT MAYBE IF AH JUST PRACTICE SOME MORE AH CAN *MAKE* IT...

...AN' AH HAVE YOU TO THANK FOR IT!

HEY, CANNONBALL, AFTER TONIGHT I'LL BET YOU'RE GONNA BE A STAR!

SOME REPORTER'S BOUND TO'VE GOTTEN PICTURES OF YOU SAVING NEW YORK!

22

ME...? WOW! D'YOU REALLY *THINK* SO?

WOW! MAH *MOM'D* LOVE IT... AND IT'D PROVE TO PROFESSOR X THAT AH CAN DO *SOMETHIN'* RIGHT!

BUT LORD, AH SURE HOPE NOT!

AH MIGHT GET RECOGNIZED AS ONE OF XAVIER'S STUDENTS...

...AN' WITH ALL THE ANTI-MUTANT FEELIN' IN THE AIR NOW...! THAT COULD ENDANGER THE *NEW MUTANTS* AND THE *X-MEN* ALIKE!

CANNONBALL, PROFESSOR XAVIER SHOULD BE *PROUD* TO HAVE A STUDENT LIKE YOU!

LISTEN, IF HE'S DUMB ENOUGH TO KICK YOU OUT, YOU CAN COME WORK WITH ME ANY TIME!

REALLY? GOLLY! OKAY!

BY THE WAY, IT'S A GREAT HAT! I KNOW A LADY WHO'D LIKE ONE JUST LIKE IT! YOU GOT IT AT SAKS, HUH? LOOKS PRETTY EXPENSIVE!

FIFTY FOUR DOLLARS AND *ELEVEN* CENTS! NOT ENOUGH TO BOTHER A GUY LIKE YOU THOUGH!

ME? I WORKED *WEEKS* AND I BARELY HAD ENOUGH MONEY TO COVER IT!

MAYBE CANNONBALL WAS RIGHT! IF YOU DECIDE TO BE SOMETHING, IT MAKES SENSE TO BE THE BEST YOU CAN BE!

SO I'VE DECIDED TO BE A *PHOTOGRAPHER*...

...AND FOR ONCE, I *KNOW* THESE SHOTS ARE GOOD! *REALLY* GOOD!

BUT I GUESS THAT BEFORE BEING A PHOTOGRAPHER, I SHOULD WORK ON BEING A HUMAN BEING!

THAT'D BE A BETTER PRESENT FOR AUNT MAY THAN THE HAT THESE SHOTS WOULD HAVE BOUGHT HER...

...I GUESS.

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NEXT: *THE X-MEN AND SPIDER-MAN TAKE ON A JUGGERNAUT... OR TWO! WHAT BETTER WAY TO CELEBRATE OUR 150TH ISSUE!!*

SPECIAL ISSUE

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the AMAZING SPIDER-MAN®

PHOTO: Mark Bloch

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAYBREAK AT NEWARK INTERNATIONAL AIRPORT. IT HAS BEEN MANY YEARS SINCE THE **PATCO** AIR CONTROLLERS WERE DISMISSED. THOSE NEW EMPLOYEES, WHO HURRIEDLY REPLACED THE FORMER, WERE TRAINED TO ANTICIPATE EVERY SORT OF CONTIGENCY IN THE AIR...

... WELL, ALMOST EVERY SORT!

ROGER, FLIGHT 571. WE TRACK A *TWA DC-9* IN YOUR THREE O'CLOCK POSITION AND A... *SPIDER-MAN?!?*

THWIP

FLY THE FRIENDLY SKIES OF AIR-RACHNID!

TRADE SECRET

BOB LAYTON
SCRIPT & PENCILS
LAYTON & GARZON
INKS
RICK PARKER
LETTERING
CHRISTIE SCHEELE
COLORING
TOM DeFALCO & DANNY FINGEROTH
EDITORS
JIM SHOOTER
EDITOR IN CHIEF

I FEEL LIKE I HAVEN'T SLEPT IN *DAYS!* I'D RATHER BE HOME TAKING A *NAP!* BUT NOW DUTY CALLS, FEARLESS NEWSPAPER EDITOR JOE ROBERTSON WANTS PICTURES OF RONNIE WHEN AIR FORCE ONE LANDS AND I COULD USE THE MONEY.

SO IT'S EXIT THE AMAZING SPIDER-MAN--AND ENTER: BLOODSHOT, BLEARY-EYED PETER PARKER, BOY-PHOTOGRAPHER.

HASTILY, THE WEARY WEB-SLINGER LOWERS HIMSELF INTO A DESERTED BAGGAGE ROOM, HOPING TO CATCH UP TO THE PRESS CORPS, WHICH...

...HAS ALREADY BEGUN TO ARRIVE.

I DON'T BELIEVE IT! D.J. JONES! I WONDER WHAT THAT SLEAZEBALL CAMERA-JOCKEY IS DOING HERE?

PROBABLY HOPING TO CATCH REAGAN WITH HIS FLY UNZIPPED.

WHAT A LOUSY WAY TO MAKE A BUCK. WHO KNOWS... MAYBE I'LL CATCH REAGAN WITH HIS FLY UNZIPPED--

--LIKE THE TIME JACKIE O. BENT OVER AND I...

=OOF!= OH, MY!

WHAK

HEY! YA DUMB BROAD!

I MEAN... I'M DREADFULLY SORRY, MISS. I'M AFRAID I WASN'T WATCHING WHERE I WAS GOING. PLEASE ALLOW ME TO HELP YOU COLLECT YOUR BELONGINGS.

THA...THAT'S VERY KIND OF YOU, SIR.

IT'S SO NICE TO KNOW THAT THERE'S A FEW GENTLEMEN LEFT IN THE WORLD.

THANK YOU, MISS. IT WAS A PLEASURE "BUMPING" INTO YOU...

it begins

ESPECIALLY WHEN YOUR BILLFOLD WILL INSURE A PROFIT FROM THIS ASSIGNMENT, HEH, HEH, HEH!

2

I'D BETTER POCKET THE LOOT AND GET RID OF THE EVIDENCE BEFORE SHE DISCOVERS IT'S MISSING!

I'LL DUCK IN THIS BAGGAGE ROOM AND--

BUT JONES' DEVIOUS THOUGHTS ARE CUT SHORT BY THE SIGHT BEFORE HIM...

STUNNED BY A SCENE FEW MEN HAVE EVER WITNESSED, HE CAN ONLY GAPE.

PERHAPS HIS HASTE OR EXTREME FATIGUE CAUSED PETER PARKER TO FOOLISHLY IGNORE THE FAINT TINGLE OF HIS SPIDER-SENSE.

IT IS A BLUNDER THAT MAY WELL PROVE TO BE THE BIGGEST MISTAKE OF HIS LIFE!

HEY... OH, NO!

SPIDER-MAN!! I... I MEAN--

INSTINCTIVELY, JONES' HANDS FUMBLE FOR THE CAMERA DANGLING AROUND HIS NECK AND--

STOP! YOU CAN'T--

POP!

MUST GET THAT FILM BEFORE IT'S TOO LATE!

OH, GEEZ! TIME TO SPLIT!

3

WAIT A MINUTE! CAN'T NAB HIM HALF-DRESSED!

DELTA

SO WHILE A JUSTIFIABLY ANXIOUS PARKER HURRIEDLY DONS THE REMAINDER OF HIS COSTUME--

--A JUSTIFIABLY TERRIFIED D.J. JONES RACES THROUGH STERILE CORRIDORS OF THE TERMINAL, DETERMINED TO RETAIN HIS PRECIOUS NEW FOUND SECRET.

OUTTA MY WAY, PEASANTS! I'M FINALLY GONNA STRIKE IT RICH!!

HEY! NOW SEE HERE! THERE'S NO NEED TO PUSH PEOPLE AROUND!

UH-OH!

I DON'T WANT TO SOUND LIKE AVIS RENT-A-CAR, BUT YOU DON'T NEED TO RUN THROUGH AIRPORTS!

LET'S JUST WEB YOU UP SO I DON'T HAVE TO PUT THE "HERTZ" ON YOU!

GOTTA THINK FAST... NOT PANIC!

BLAST! I MISSED HIM!

I'M UNDERESTIMATING THIS GUY... HE'S REAL SLICK! CAN'T AFFORD TO LET HIM ESCAPE WITH THOSE PIX... THEY COULD DESTROY ME!

MAYBE I CAN OUTRUN 'EM IN THIS BAGGAGE CAR. LOOKS LIKE MY EXPERIENCE WITH THE BLACK MARKET DURING MY ARMY DAYS IS ABOUT TO PAY OFF BIG! IT WAS A COLD DAY IN GUAM WHEN AN *M.P.** COULD CATCH "DIRTY JAKE" JONES!

* MILITARY POLICE. -- EDITOR.

THE CAR IS AT TOP SPEED WHEN SPIDER-MAN SIGHTS HIS QUARRY. BOTH MEN THROW CAUTION TO THE WIND REALIZING THAT THE OUTCOME OF THIS RACE WILL CHANGE FOREVER...

4

... THEIR VERY LIVES!

CAN'T OUTRUN 'IM! GOTTA THINK OF SOMETHING FAST!

WHAT I NEED IS A DIVERSION! I'LL JUST POINT THIS CAR TOWARD TRAFFIC, AND HOPE SPIDER-MAN TAKES THE BAIT!

NO! THAT BUS WILL BE CREAMED UNLESS--

OH, LORD!

SOMEBODY HELP US!

AIRPORT EXPRESS

ABANDONING PURSUIT THE HEROIC WEB-SLINGER DROPS TO THE GROUND AND MUSTERING HIS SUPER-HUMAN STRENGTH --

STOP

--BRINGS THE RUNAWAY MENACE TO AN ABRUPT HALT!-

SCREEECH

WAY TO GO, SPIDEY!

ALL RIGHT, WEB HEAD!

WHERE'S THAT LOW-LIFE CREEP?! I'VE... I...

...I'VE LOST HIM.

NOOOOOOOO...!

TO THE GATHERING CROWD, THE ANGUISHED SCREAM SEEMS A BEWILDERING REACTION TO THEIR CHEERS OF GRATITUDE. THEY STARE PUZZLED AS SPIDER-MAN LEAVES... UNAWARE OF HOW MUCH HIS ACT OF HEROISM HAS COST HIM.

5

EVENING IN MANHATTAN. THERE ARE EIGHT MILLION STORIES IN THE NAKED CITY. TWO OF THEM HAVE JUST BECOME INTERTWINED--

CRIMINY! AFTER A LIFE-TIME OF BAD LUCK, YOU'VE FINALLY GOT A 14-CARAT BREAK! TROUBLE IS... HOW CAN YOU FIND THE FACE ON THOSE PIX IN A CITY AS BIG AS NEW YORK?

WHILE DOWNTOWN, IN A DARKENED OFFICE OF THE DAILY BUGLE...

I DON'T BELIEVE YOU, PARKER! AFTER YEARS OF PROTECTING YOURSELF FROM ALL SORTS OF SUPER-BADDIES, YOU LET SOME TWO-BIT SHUTTERBUG SNAP YOUR MUG! IF HE PUTS THOSE PICTURES ON THE STREET, SOMEONE IS BOUND TO RECOGNIZE ME! FACE IT, WEB-SLINGER...

...YOU'RE IN BIG TROUBLE!

IT'LL CERTAINLY BE MORE THAN WHAT I'D GET SELLIN' THEM TO SOME CHINTZY TABLOID!

WHAT'LL HAPPEN IF HE SELLS THEM TO A NEWSPAPER? IT WILL DESTROY POOR AUNT MAY, NOT TO MENTION WHAT JOLLY JONAH JAMESON WILL DO WHEN HE DISCOVERS THAT THE MAN HE HATES MOST IS REALLY HIS VERY OWN FREELANCE PHOTOGRAPHER. OR WHAT IF HE SELLS 'EM TO A BADDIE LIKE THE KINGPIN? ANYONE CLOSE TO ME WOULD BE IN DANGER!

BEN URICH IS THE BEST INVESTIGATIVE REPORTER IN THE WHOLE BLAMED CITY! MY ONLY HOPE IS THAT HE CAN I.D. THIS GUY FROM MY DESCRIPTION.

ALL I GOTTA DO IS LOCATE SOME BIG-TIME HOODS, AND THEN IT'S EASY STREET FOR ME! THINK I'LL TAKE A RIDE DOWN-TOWN TO "SCURVY JACK'S" BAR. IT'S A WELL-KNOWN MOB HANGOUT. BESIDES...

...I COULD USE A DRINK!

I'VE GOT TO MOVE FAST AND FIND THAT CRUMB BEFORE HE BLOWS MY SECRET. ONLY TROUBLE IS, SINCE HE'S SEEN MY UNMASKED FACE--

--WHAT WILL I DO WITH HIM WHEN I CATCH HIM?

6

SHORTLY, IN BEN URICH'S OFFICE...

HIYA, BEN! GOT A MINUTE?

ABOUT THIRTY, TO BE EXACT! AFTER THAT, THIS ARTICLE MISSES ITS DEADLINE! I CAN SPARE YOU FIVE OF THEM, THOUGH!

I HAVE TO TRACK DOWN A GUY, BEN. HE'S THE PHOTOGRAPHER WHO CAUSED ALL THE CHAOS WITH SPIDER-MAN AT THE AIRPORT THIS MORNING! HE'S GAUNT, ABOUT FIVE FOOT SEVEN, TACKY PLAID JACKET, PENCIL-THIN MOUSTACHE, OILY BROWN HAIR--

HOLY COW, JONES!

YOUR MAN IS OL' "DIRTY JAKE" JONES!

I TAKE IT YOU KNOW THIS GUY?

NOT SOCIALLY! I'D PREFER SEWER RATS TO JONES! HE'S BEEN BOOTED OFF EVERY MAJOR NEWSPAPER IN THE COUNTRY! THE MAN HAS THE ETHICS OF A GAME POACHER!

LAST I HEARD, HE WAS FREELANCING FOR A BRITISH FAN TABLOID... CLEAVAGE OF THE STARS... STUFF LIKE THAT!

NOW WHERE'S THAT FILE?

THAT'S HIM, BEN!

I CAN'T GUARANTEE THAT HE'S STILL AT THE SAME ADDRESS.

THAT'S O.K.! AT LEAST I HAVE A LEAD TO GO ON.

WATCH YOURSELF SON! THIS GUY IS TROUBLE!

I'LL BE CAREFUL! THANKS, I OWE YOU ONE!

JUST REMEMBER, IF YOU'RE ON TO SOMETHING BIG, I WANT A PIECE OF IT! SAVVY?

SAVVY!

THE MINGLED ODORS OF TOBACCO SMOKE AND STALE BEER ARE THE FIRST THINGS JONES NOTICES AS HE ENTERS "SCURVY JACK'S" TAVERN--

--FOLLOWED BY THE DOZEN PAIRS OF SHIFTY EYES THAT TRACK HIM SUSPICIOUSLY AS HE EASES UP TO THE STAIN-RIDDEN BAR.

7

O.K., SPORT! NAME YER POISON!

W...WELL, I-I HAVE SOME VALUABLE INFORMATION ABOUT SPIDER-MAN THAT I WANT TO SELL! THOUGHT YOU MIGHT KNOW SOMEONE WHO'D BE INTERESTED.

I 'TINK I MIGHT BE ABLE TO HELP YA, BUB! WHY DON'TCHA DO AN ABOUT-FACE?

WHAT ARE YA DOIN' IN HERE, DOUBLE-KNIT?

H-HI YA, FELLAS!

YA HEARD BLUTO, DOGMEAT! WHAT DO YA WANT IN HERE?

L-LISTEN GUYS, I-I THINK WE CAN HELP EACH OTHER! Y--YOU SEE, I--I KNOW SPIDER-MAN'S SECRET IDENTITY, AND I CAN LET YOUR BOSS HAVE IT FOR A PALTRY M-MILLION DOLLARS!

S-SO...WHAT DO YOU SAY, BOYS?

B-BOYS?

SLAM

... AND STAY OUT!

NEANDERTHALS! THEY DIDN'T EVEN GIVE ME A CHANCE TO SHOW THEM THE NEGATIVES IN MY COAT POCKET!

JERKS!

8

I GUESS I CAN ALWAYS SELL 'EM TO THE BUGLE! THESE NEGS ARE WORTH A SMALL FORTUNE TO ANY PAPER... ESPECIALLY JAMESON'S SPIDEY-HATING RAG!

MEANWHILE, IN THE BACK ROOM OF "SCURVY JACK'S"...

...SO WE THREW HIM OUT, MR. DeNATALE!

GENTLEMEN, I WANT THAT WEASEL FOLLOWED. SPIDER-MAN'S BEEN BUSTING OUR OPERATIONS FOR YEARS, AND IF THIS GUY REALLY HAS HIS SECRET...

...WE CAN GUARANTEE THE SAFETY OF OUR "BUSINESS TRANSACTIONS" FROM NOW ON!

SO GO AFTER HIM, BENITO, AND GET ME THAT INFORMATION!

YES, SIR, BOSS!

AT THAT MOMENT, PETER PARKER SWINGS THROUGH THE CITY, SUSPENDED BY THIN, ULTRA-STRONG WEB STRANDS OF HIS OWN DESIGN, IN HIS GUISE AS--

--THE AMAZING SPIDER-MAN!

I HAVE TO GET THOSE NEGATIVES! ONCE THEY'RE DESTROYED, ALL I HAVE TO WORRY ABOUT IS JONES REMEMBERING MY FACE! BUT HOW IN BLAZES AM I SUPPOSED TO CONTEND WITH THAT?

I WONDER IF CAPTAIN AMERICA EVER HAS THESE PROBLEMS?

WHILE THE ANXIOUS WALL-CRAWLER CONTINUES UPTOWN TOWARD HIS DESTINATION, JONES MAKES THE FAMILIAR CLIMB TO HIS FIFTH-FLOOR WALK-UP IN THE ST. RUDOLPH HOTEL...

...UNAWARE THAT HE IS BEING OBSERVED BY COLD, DISPASSIONATE EYES!

KEYS ARE TURNED IN THE APPROPRIATE LOCKS... THE DOOR CREAKS OPEN WITH ITS USUAL STUBBORNESS-- BUT JONES' ENTRY IS ANYTHING BUT...

...USUAL!

SLAM

OOOF!

MIND IF WE COME IN, SLICK?

W-WELL, IF YOU R--REALLY MUST KNOW...

ALL WE WANNA KNOW IS YER INFO ON DA SPIDER-MAN, GREASEBALL!

WE'RE UPIN' YER PRICE, MAN! YER GONNA TELL US WHAT YA KNOW OR DA PRICE IS GONNA BE--

KAJUMP!

B-BUT, WHAT ABOUT MY PRICE...?

--YER LIFE!

TEN SECONDS TA HAND IT OVER, TRASH! AFTER DAT, YER MYSTERY MEAT! TEN... NINE... EIGHT...

HOLY GEEZ! COME ON, GUYS! I--I WAS JUST KIDDIN' ABOUT THE MILLION!

HOW ABOUT 200 THOUSAND?

10

JONES' PULSE RACES AS HE REALIZES THAT HE HAS NO ESCAPE--

...SEVEN... ...SIX... ...FIVE...

-- AND NO CHOICE BUT TO RELINQUISH HIS VALUED PHOTOS.

...FOUR... ...THREE... ...TWO...

TREMBLING, D.J. REACHES INTO HIS JACKET FOR THE PICTURES...KNOWING THAT SURRENDERING THEM CAN BE HIS ONLY...

--SALVATION!

IS THIS A PRIVATE PARTY OR CAN ANYONE JOIN IN?

SPIDER-MAAAARRG!

CRAASH

SPIDER-MAN! THANK GOODNESS!

WHAT AM I SAYING?!

CHEO, WARN THE BOSS! IT'S A TRAP! OOF!

NEXT TIME YOU THROW A PARTY, JONES, STICK TO THE SOCIAL REGISTER!

OTHERWISE, YOU GET ALL THE RIFF-RAFF FLOATING IN! YOU KNOW THE TYPE--

-- ABUSIVE TO YOUR GUESTS... NO MANNERS AT ALL!

I'LL NAIL 'IM WITH DIS CHAIR... HOLD 'IM!

WHOMP

IT NEVER FAILS. ONE OF 'EM ALWAYS WRECKS THE FURNITURE!

KERREECH

IN FACT, IT COULD PUT YOU OFF HAVING PARTIES ALTOGETHER!

NOW'S MY CHANCE! GOTTA SLIP OUTTA HERE WHILE THAT MISERABLE WEB-HEAD IS KEEPING THOSE GOONS BUSY!

I GUESS THE PARTY'S OVER! ALL THAT'S LEFT IS TO SEE THE GUESTS OUT!

OUT *COLD*, THAT IS!

CAUTIOUSLY, JONES EASES TOWARD THE OPEN DOORWAY-- 12

WOULDN'T YOU KNOW IT, THERE'S ALWAYS A STRAGGLER WHO JUST WON'T LEAVE!

IF THAT GOON KEEPS 'EM BUSY LONG ENOUGH, I CAN SCOOT DOWN THE FIRE ESCAPE!

I DON'T KNOW HOW THAT WEB-SLINGER FOUND ME, BUT HIS INTERVENTION PROBABLY SAVED MY HIDE!

I THINK MY BEST BET IS TO BLOW THIS 'BURG TILL THE HEAT DIES DOWN. RIGHT NOW, I'M IN WAY OVER MY HEAD!

WELL, IT'S TIME TO WRAP THINGS UP IN MY OWN STYLISH WAY! THEN YOU AND I CAN TRANSACT OUR PRIVATE BUSINESS! RIGHT, JONES?

JONES? JONES! I--OH, NO! NOT AGAIN!

HEY, WEB-PUSS! I WANNA CALL MY LAWYER! I GOT RIGHTS!

DROP DEAD!

MEANWHILE, IN THE STREET OUTSIDE THE ST. RUDOLPHO HOTEL...

MR. DENATALE! IT'S A TRAP! SPIDER-MAN WAS WAITIN' FOR US! HE JUST KAYOED BENITO AND DA OTHER GUYS!

THAT CREEP JONES MUST HAVE BEEN A LURE, TO GET US TO TIP OUR HAND TO THE WALL CRASHER!

GEORGIE, CALL OUT THE REST OF THE BOYS. WE'RE GOING TO FINISH THIS ONCE AND FOR ALL. NOBODY SETS UP ROBERTO DENATALE ... AND LIVES!

13

MOMENTS LATER, AFTER AN ARDUOUS DESCENT--

CRIPES! THE THINGS I DO TO MAKE A BUCK!

DEAD END! LOOKS LIKE THE ONLY EXIT IS THROUGH THE FRONT! JUST HOPE I CAN CATCH A CAB QUICKLY--

A QUICK RIDE TO THE AIRPORT, A FAST JET TO MIAMI, AND I'M HOME...

...FREE

HIYA, DOGMEAT!

ME AND MY BOYS, HERE, WANNA THANK YOU FOR ALL YOUR HELP!

THE TABLEAU UNFOLDING IN THE ALLEY BELOW DOES NOT GO UNWITNESSED...

JONES IS IN BIG TROUBLE DOWN THERE.

14

ALL I'D HAVE TO DO IS NOT DO ANYTHING...

...AND THEN MY SECRET'D BE SAFE.

TOUGH TALK. I *CAN'T* JUST TURN MY BACK ON JONES WHILE THE ACME GOON SQUAD CLEANS HIS CLOCK...!

...MUCH AS I'D *LIKE* TO...

I'VE GOT TOO GREAT A SENSE OF *RESPONSIBILITY* FOR THAT. RESPONSIBILITY... YEAH...

...NOW *THAT'S* SOMETHING I HAD TO LEARN THE HARD WAY. MY UNCLE BEN HAD TO *DIE* BEFORE ANY SEMBLANCE OF RESPONSIBILITY WAS ABLE TO MAKE IT PAST ALL THE *FAT* BETWEEN MY EARS.

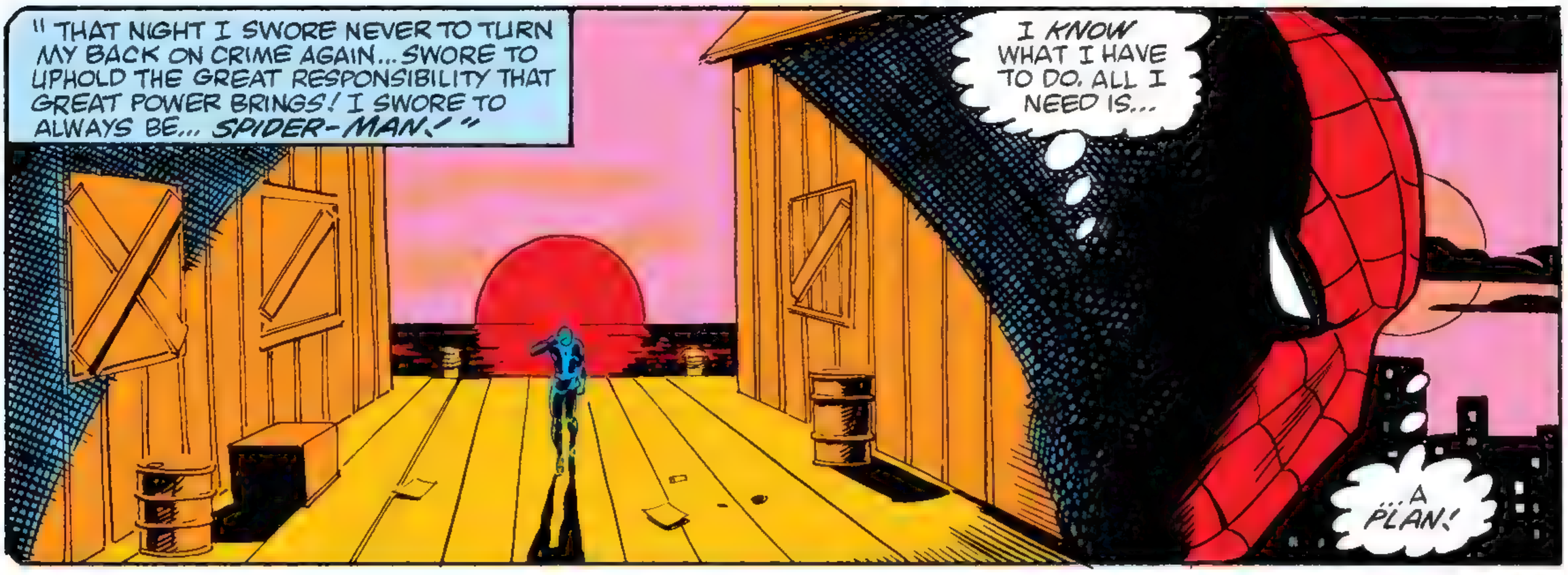
POOR UNCLE BEN NEVER DESERVED WHAT HAPPENED TO HIM! HE RAISED ME LIKE HIS OWN SON! BUT AFTER THE ACCIDENT THAT GAVE ME MY SPIDER-ABILITIES...

...I MADE A SELFISH DECISION. I ALLOWED A CRIMINAL TO GET AWAY-- BECAUSE I DIDN'T WANT TO GET INVOLVED.

"THEN, ONE NIGHT, MY UNCLE SURPRISED A BURGLAR AND WAS KILLED BY HIM. THAT SENT ME ON A MISSION OF VENGEANCE AS *SPIDER-MAN.*"

"BUT MY VENGEANCE WAS QUICKLY SOURED BY GUILT AS I DISCOVERED THAT MY UNCLE'S MURDERER WAS THE SAME MAN I HAD CALLOUSLY LET ESCAPE DAYS BEFORE.

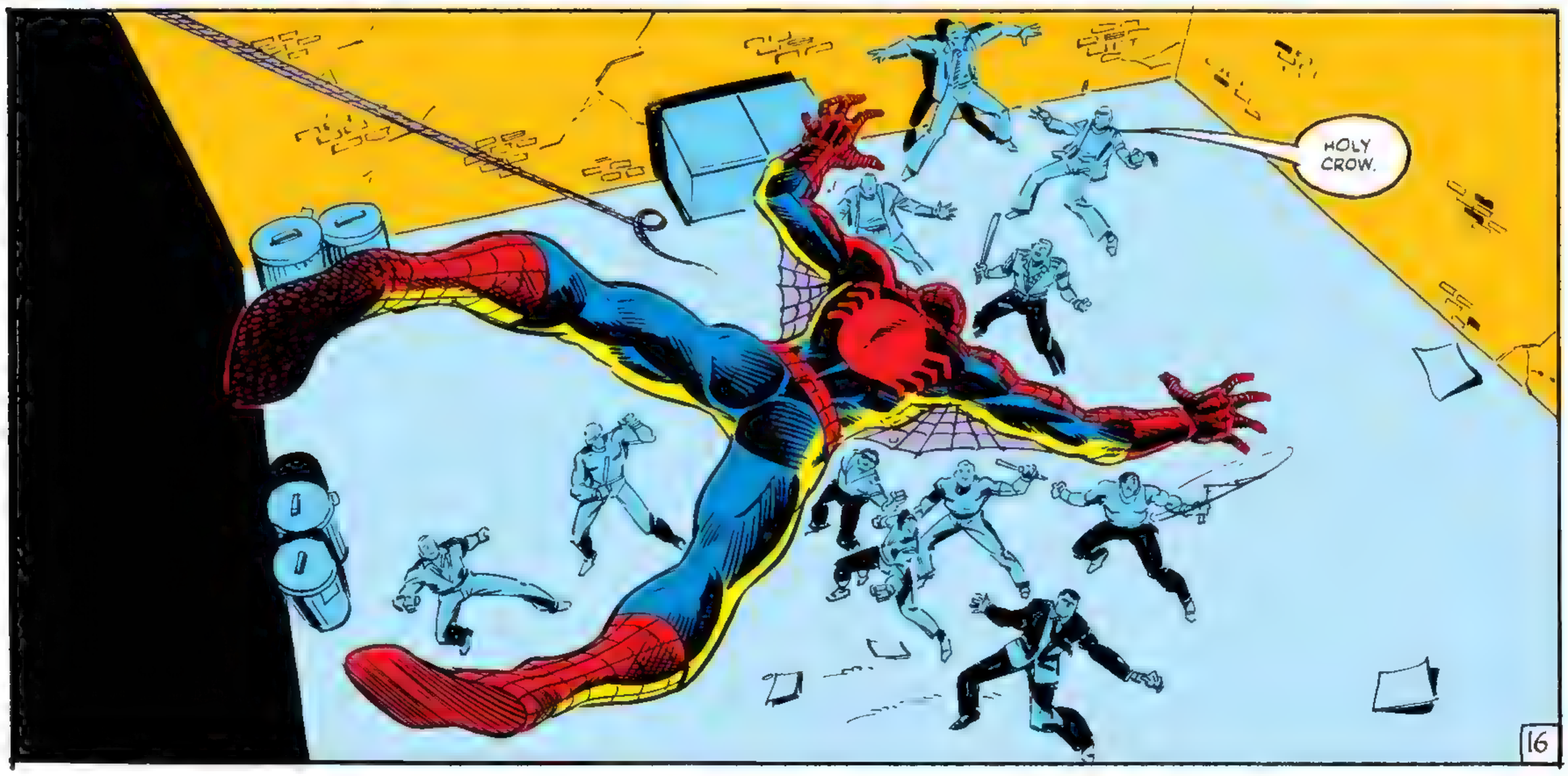
15


" THAT NIGHT I SWORE NEVER TO TURN MY BACK ON CRIME AGAIN... SWORE TO UPHOLD THE GREAT RESPONSIBILITY THAT GREAT POWER BRINGS! I SWORE TO ALWAYS BE... SPIDER-MAN!' "
I KNOW WHAT I HAVE TO DO. ALL I NEED IS...
...A PLAN!

MEANWHILE, IN THE ALLEY BELOW...
STAY BACK! P-PLEASE DON'T HURT ME!
DON'T WORRY, CHUMP! I GUARANTEE YA, PRETTY SOON, YA AIN'T GONNA FEEL ANYTHING. RIGHT, BOSS?

KILL 'IM!

NO! NO ONE STEALS SPIDER-MAN'S INTENDED PREY!


HOLY CROW.
16

JONES HAS INCURRED MY WRATH... YOU SHALL NOT SAVE HIM FROM MY VENGEANCE!

SAVE HIM?! WHA...?

YA BEST WORRY ABOUT SAVIN' YOURSELF, WEB-HEAD! THESE NUNCHUKAS CAN SPLIT YOUR HEAD LIKE A RIPE MELON!

A LOT OF GOOD THEY'LL DO YOU IF YOU CAN'T EVEN SWING THEM, LACKEY!

HUH? WEBS?

THWIPP

ALL RIGHT! YOU HOODS HAVE GONE TOO FAR THIS TIME! NOW YOU WILL LEARN THE HARD WAY!

SHAKK

ARRRGHH!

17

BOY, I THINK I MIGHT HAVE LAID IT ON A BIT THICK WITH THE VENGEANCE ROUTINE! I HOPE JONES HEARD IT ALL, OTHERWISE MY PLAN DOESN'T STAND A CHANCE!

HE'S CRAZY! HE INTENDS TO KILL ME IN ORDER TO KEEP HIS IDENTITY SECRET! I'VE GOTTA GET AWAY!

OH, NO!

YER DEAD, WEASEL!

UH-OH! LOOKS LIKE JONES MIGHT BUY THE FARM!

--CAN'T ALLOW THAT TO HAPPEN.

WOOFF!

AND NOW, JONES, THE SPIDER-MAN SHALL HAVE HIS VENGEANCE!

NO! NO! STAY AWAY! I...

...I'M TRAPPED!

YOU CAN'T ESCAPE MY WRATH, EVIL ONE.

NOW, YOU SHALL PAY FOR YOUR FOOLISH CURIOUSITY!

Y-YOU'RE NOT HUMAN!

I'M NOT! HUMANS ARE MY PREY!

HE MEANS TO KILL ME!

THERE IS NOWHERE TO RUN, JONES!

THERE'S NOWHERE FOR YOU TO HIDE! I LURK IN EVERY SHADOW... WAITING TO STRIKE!

WHERE IS HE? I CAN'T...

LOOK UP, JONES!

LOOK AND FACE YOUR DOOM!

THWIPP!

OH, LORD! HELP!

19

AT LAST! YOU WILL KNOW THE HORROR OF THE SPIDER-MAN'S ANGER!

N-NO! PLEASE! I... I'LL DO ANYTHING, J-JUST...

...DON'T KILL ME! CAN'T WE MAKE A D-DEAL?

O-OKAY, OKAY! I KNOW!

YOU KNOW WHAT I WANT, VILLAIN!

H-HERE! TAKE 'EM AND D-DON'T HURT ME, P-PLEASE!

VERY WELL, FOUL ONE! I SHOW MERCY BUT ONCE! THE NEXT TIME OUR PATHS CROSS, YOU SHALL NOT ESCAPE ME!

REMEMBER THAT ALWAYS!

WELL, WHAT DO YOU KNOW... IT WORKED! LAMONT CRANSTON, EAT YOUR HEART OUT!

20

EPILOGUE

TWELVE HOURS LATER, ON A BUSY MANHATTAN STREET CORNER...

53RD ST.

FIFTH AVE.

WELL, JAKE... YA REALLY MADE A MESS OF THIS ONE.

NOT ONLY DID YOU COME UP EMPTY-HANDED, BUT NOW YA GOTTA GET OUTTA TOWN, AS WELL!

DeNATALE AND HIS BOYS WILL BE OUT ON BAIL BY THIS EVENING-- AND I'M SURE HE AIN'T THE FORGIVING TYPE!

WHO KNOWS! MAYBE IN A FEW YEARS I CAN SLIDE BACK INTO NEW YORK AND PICK UP THE PIECES! AFTER ALL, I'VE SEEN SPIDER-MAN'S FACE.

HE MUST LIVE AND WORK HERE! MAYBE I COULD SPOT HIM ON THE STREET SOMEDAY. AFTER ALL, HOW HARD COULD IT BE TO FIND...

...A SINGLE FACE?

FINI

NEXT ISSUE: AT LAST! DUE TO ABSOLUTELY NO DEMAND WHATSOEVER, MIGHTY MARVEL IS ~~PROUD~~ MODERATELY PLEASED TO PRESENT...

THE SPECTACULAR SPIDER-KID!

(PLUS! THE FATE OF HARRY AND LIZ'S BABY! AND, A CERTAIN WEB-SWINGER CHANGES HIS COSTUME AGAIN! BE HERE IN 30 DAYS!)

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

STAN LEE *PRESENTS:*

SPIDER ON THE SPOT!

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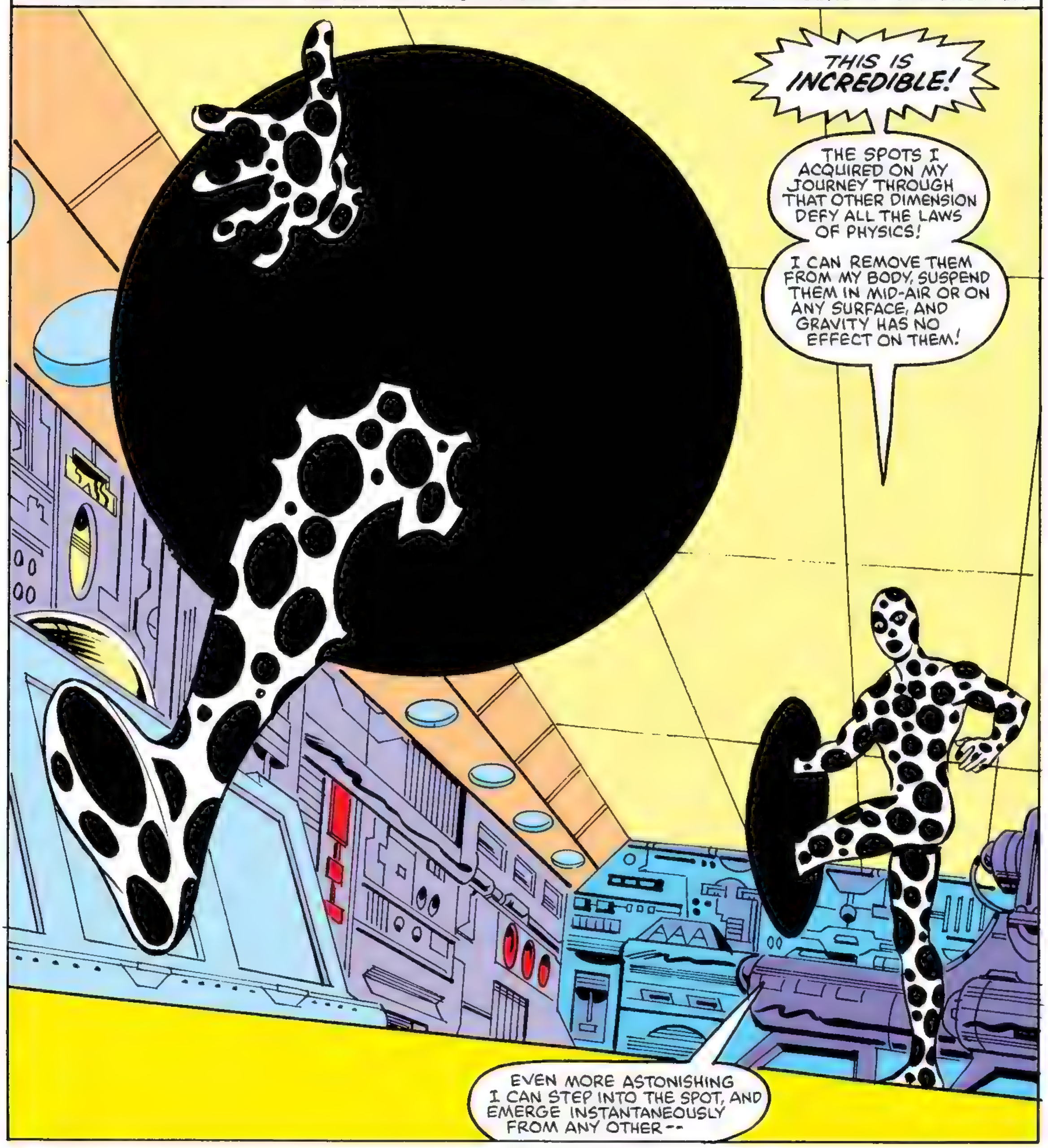

--NO MATTER HOW FAR AWAY IT IS LOCATED!

WHAT AN AMAZING DISCOVERY!

THERE I WAS, PLAIN JONATHAN OHNN, RESEARCH SCIENTIST IN THE EMPLOY OF THE KINGPIN...

MY INSTRUMENTS HAD RECORDED AND ANALYZED CERTAIN ENERGY FIELDS PRESENT IN THE BEING KNOWN AS *CLOAK**!

*CLOAK & DAGGER FOUGHT THE KINGPIN IN PETER PARKER #96--DANNY.

IN TRYING TO DUPLICATE THOSE ENERGIES I CREATED A POWER DRAIN THAT PLUNGED HALF THE CITY INTO A BLACKOUT--

--AND I PLUNGED INTO AN ALTERNATE DIMENSION, NOT ONE OF TOTAL DARKNESS LIKE CLOAK'S, BUT ONE WHICH WAS DOTTED WITH SPOT-LIKE ZONES OF DARKNESS!

WHEN I RETURNED THROUGH A SPOT CLUSTER TO THIS PLANE, MY BODY WAS COVERED WITH THESE SPOTS!

AFTER HOURS OF EXPERIMENTATION, I AM ONLY NOW BEGINNING TO COMPREHEND THE PROPERTIES THEY POSSESS.

I OUGHT TO REPORT MY FINDINGS TO THE KINGPIN... BUT FIRST, PERHAPS, I SHOULD EXPERIMENT FURTHER.

IT MAY BE THAT THE POWER THESE SPOTS CONVEY SHOULD NOT BE... SHARED.

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MEANWHILE...

WELL, SPIDEY OL' BOY, THAT HEART-TO-HEART YOU HAD WITH THE BLACK CAT CERTAINLY DIDN'T GET YOU ANYWHERE!*

FELICIA IS BEAUTIFUL AND AFFECTIONATE, BUT SHE SURE HAS A WARPED VIEW OF THE REAL WORLD.

*LAST ISH -- DANNY.

SHE'S PROBABLY THE MOST AMORAL PERSON I'VE EVER KNOWN, TOTALLY SELF-CENTERED!

FUNNY THAT I NEVER REALIZED THAT BEFORE OR WANTED TO REALIZE IT!

I GUESS I WAS JUST TOO TAKEN WITH HER GLAMOR... AND SHE *IS* FUN TO BE WITH.

OR MAYBE I THOUGHT I COULD BE THE GALLANT "WHITE KNIGHT" WHO COULD REFORM THE POOR MISGUIDED GIRL. HAH!

BUT THE FACT IS SHE DOESN'T *WANT* TO REFORM, ESPECIALLY. SHE NEVER WOULD HAVE GIVEN UP HER CAREER AS A CAT BURGLAR IF I HADN'T INSISTED ON IT!

SHE DOESN'T EVEN SEEM TO HAVE ANY SENSE THAT SHE WAS DOING WRONG!

STRANGE GIRL...

BUT THEN, WHO'S STRANGER, THE STRANGE GIRL, OR THE GUY *DATING* THE STRANGE GIRL?

OH, WELL, CAN'T DWELL ON IT ANYMORE, I'VE GOT A FULL DAY AHEAD OF ME!

I'LL JUST SLUG DOWN SOME OJ--

WHAT A BREAKFAST!

Get milk Coffee

--SHUCK OFF MY SPIDEY DUDS--

=SIGH= STILL MISS MY ALIEN COSTUME WHEN IT COMES TO CHANGING CLOTHES!

--AND HEAD OVER TO THE DAILY BUGLE!

LOOK OUT, WORLD, HERE COMES THE CITY'S MOST DARING PHOTOGRAPHER...

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PETER PARKER! OOPS!

OH, GEE, I'M AWFULLY SORRY! I DIDN'T SEE YOU!

ER...NO PROBLEM. I DODGED YOU IN PLENTY OF TIME, MISS...

RANDI. JUST CALL ME RANDI, ALL MY FRIENDS DO.

I'LL *BET* THEY DO.

WOW!

I'M NEW IN THE BUILDING, JUST MOVING IN! WE'RE GOING TO BE NEIGHBORS!

GOSH--THAT'S GREAT!

I'LL BE LOOKING FORWARD TO SEEING *MORE* OF YOU...ER, I MEAN I HOPE WE BUMP INTO EACH OTHER AGAIN SOO--

OOPS!

IS BUMPING INTO THINGS A HOBBY OF YOURS OR SOMETHING?

OH, ER...NO! I JUST...

I'M RANDI'S ROOMMATE, CANDI! *DON'T* TELL ME I'M SWEET!

HEY, RANDI, HE'S *BLUSHING!* I CAN'T REMEMBER THE LAST TIME I MADE A BOY BLUSH!

OH, I'M NOT BLUSH-ING, REALLY, IT'S JUST THAT I'VE GOT TO GO TO W--

ERK!

K-THUMP!

YIKES!

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I--I'M SORRY, MISS. I WAS JUST...

JUST FLIRTING WITH MY ROOMMATES? I NOTICED!

WELL...ER... LET ME HELP YOU UP!

THANKS. I GUESS NOW I KNOW WHY THEY CALL THESE "THROW PILLOWS"!

HEH, HEH. I REALLY AM SORRY ABOUT THIS. I'M NOT USUALLY THIS CLUMSY!

NO PROBLEM. I GUESS WHEN A GIRL'S NAME IS *BAMBI*, IT'S JUST NATURAL FOR PEOPLE TO WANT TO *THUMP* HER!

OH LOOK, GIRLS, HE'S BLUSHING AGAIN!

ISN'T THAT ADORABLE?!

YEAH. HOW REFRESHING TO MEET A GUY WHO'S THAT SHY AROUND GIRLS.

I, UH... THAT IS...

OH, PETER, IT'S YOU! THANK GOODNESS!

HUH? *ANOTHER* ONE-- BUT WHO--?!

OH, SHA SHAN!

YES. I'M SO RELIEVED TO FIND YOU HERE. I BUZZED YOUR APARTMENT BUT THERE WAS NO ANSWER.

LUCKILY ONE OF YOUR NEIGHBORS LET ME IN! I NEED YOU, PETER.

WHAT'S WRONG, SHA SHAN?

OH...PETER, I--I--

SHY AROUND GIRLS, EH, RANDI?

AW...AND HE'S SO DARN CUTE!

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SHORTLY, ON THE STREET OUTSIDE...

NOW CALM DOWN, SHA SHAN, AND TELL ME WHAT THE TROUBLE IS.

I ASSUME IT'S MY OLD BUDDY FLASH THOMPSON AGAIN.

OH, YES, PETER. HE'S CHANGED SO, RECENTLY, I DON'T KNOW WHAT TO DO. HE'S STILL GOING OFF IN THE MORNINGS, AND REFUSES TO TELL ME WHERE--

--AND LATELY HE'S BECOME COLDER, MORE DISTANT, AS IF HE'S ANGRY WITH ME, AND I DON'T KNOW WHY!

OUR RELATIONSHIP HAD BEEN SO GOOD UNTIL RECENTLY--AND NOW IT ALL SEEMS TO BE FALLING APART!

I- I FEEL FOOLISH TELLING YOU ALL THIS, BUT I DON'T KNOW WHERE ELSE TO TURN!

IT'S OKAY, SHA SHAN. I'M FLASH'S FRIEND...AND YOURS, TOO.

I HAD A LITTLE MISUNDERSTANDING WITH THE BIG LUG RECENTLY MYSELF, BUT I KNOW HE'LL GET OVER IT.

DUDE RANCH

NORTH

AND ONE WAY OR ANOTHER I'LL GET TO THE BOTTOM OF HIS STRANGE BEHAVIOR FOR YOU... I PROMISE!

OH, PETER, IF ONLY I COULD REALLY BELIEVE THAT--!

BELIEVE IT! NOW YOU GO ON TO YOUR CLASSES, AND I'LL CALL YOU THE MINUTE I KNOW SOMETHING.

THANK YOU, PETER! I'LL CALL YOU SOON.

WHILE, WATCHING FROM A NEARBY CAR...

I COULD HARDLY BELIEVE IT WHEN I SAW THEM TOGETHER THE OTHER DAY, BUT IT'S *TRUE!* THAT PUNY PUNK PARKER IS HORNING IN ON MY GIRL!

LOOKS THAT WAY, FLASHER!

YOU WANT WE SHOULD COME DOWN ON THE SKINNY LITTLE DUDE AND TEACH HIM A LESSON?

NO! NO, I CAN HANDLE THIS MYSELF! LET'S GET TO WORK!

OKAY! BUT REMEMBER--THE BOYS IN THE ORGANIZATION STICK TOGETHER! IF YOU NEED HELP JUST LET US KNOW!

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SOON...

WELL, HERE I AM AT THE DAILY BUGLE! I HOPE ROBBIE HAS SOME ASSIGNMENTS FOR ME!

AILY BUGL

TOO BAD I DIDN'T THINK TO GET ANY SHOTS OF THE ACTION AT THE KINGPIN'S HEADQUARTERS--BUT THEN I WOULD HAVE HAD A TOUGH TIME EXPLAINING HOW PETER PARKER COULD HAVE GOTTEN THOSE SHOTS ANYWAY!

HI, BETTY. WHAT'S THE GOOD WORD?

OH, HELLO, PETER. HOW ARE YOU?

I'M PRETTY GOOD. ER.. SAY, BETTY, YOU SEEM TO BE HANGING AROUND A BIT WITH FLASH THOMPSON...

THAT'S NONE OF YOUR BUSINESS, PETER, AND I DON'T WANT TO DISCUSS IT!

B-BUT I JUST WANTED TO ASK IF YOU KNEW WHAT'S BEEN EATING HIM LATELY. I WASN'T *ACCUSING* YOU OF ANYTHING!

OH. WELL, SORRY I JUMPED ON YOU THAT WAY. IT'S JUST THAT WITH NED OUT OF TOWN, AND ME SEEING FLASH, SOME PEOPLE HAVE BEEN MAKING SOME ASSUMPTIONS...

I GUESS THAT'S TO BE EXPECTED WHEN A MARRIED WOMAN IS SEEN IN THE COMPANY OF A GOOD-LOOKING MAN!

BUT FLASH SEEMS PERFECTLY ALL RIGHT TO ME! WONDERFUL, IN FACT! IF YOU THINK HE'S BEEN ACTING OUT OF SORTS, MAYBE YOU SHOULD ASK YOURSELF IF THE FAULT DOESN'T LIE WITH HIS GIRLFRIEND SHA SHAN--

--OR THE SOMEBODY *SHE'S* BEEN SEEING!

HUH? BUT WHO--?

BUZZZ!

MR. ROBERTSON WILL SEE YOU NOW, PETER!

ER...OKAY! THANKS.

NOW WHAT DID SHE MEAN ABOUT SHA SHAN?

BETTY ONCE MADE A PLAY FOR ME WHEN NED WAS OUT OF TOWN--IS THIS BUSINESS WITH FLASH A REPEAT PERFORMANCE?

I'VE GOT TO GET THIS THING SORTED OUT! IT'S BEGINNING TO PLAY LIKE AN EPISODE OF "AS THE SPIDER TURNS!" SHEESH!

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HELLO, PETER. WHAT CAN I DO FOR YOU?

IT'S THE USUAL, JOE. I'M LOOKING FOR WORK!

OH. AND HERE I WAS SORT OF HOPING THAT MY ACE FREELANCE PHOTOG MIGHT HAVE SOME GOOD SHOTS OF THE BLACK-OUT THE OTHER DAY!

ER... NO, I MISSED GETTING ANY!

NOW, PETER, DO I REALLY HAVE TO GO OVER THE DEFINITION OF A *FREELANCER* WITH YOU AGAIN?

I'M SORRY, JOE. I GUESS I'VE BEEN SO WRAPPED UP IN MY PERSONAL PROBLEMS LATELY THAT I'VE BEEN NEGLECTING MY WORK.

WHAT PROBLEMS ARE THOSE, SON?

YOU NAME IT, I'VE GOT IT! SINCE I DROPPED OUT OF SCHOOL MY AUNT MAY WON'T TALK TO ME! I'VE GOT TROUBLE WITH MY GIRL, TROUBLE WITH MY FRIENDS--

--AND NOW I SEEM TO BE MAKING TROUBLE FOR MYSELF AT WORK.

EASY NOW, SON. DON'T BE *TOO* HARD ON YOURSELF!

YOU JUST HAVE TO STICK WITH IT! YOU WERE MAKING BIG STRIDES IN THE QUALITY OF YOUR PHOTOS, IT'S NOT UNUSUAL TO HIT A SLUMP, ESPECIALLY WITH ALL THE OTHER THINGS GOING ON IN YOUR LIFE!

IF ROBBIE ONLY KNEW THAT MY PICTURES WERE LOOKING BETTER BECAUSE THE BLACK CAT WAS TAKING THEM FOR ME! HOW EMBARRASSING!

YOU'RE A SMART YOUNG MAN, PETER. FRANKLY, I'M STILL A LITTLE SURPRISED THAT YOU DROPPED OUT OF SCHOOL.

BUT THE BOTTOM LINE IS: IF YOU'RE GOING TO BE A PHOTOGRAPHER, BE A GOOD ONE!

YOU'VE GOT THE STUFF!

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THANKS, JOE. I'LL TRY HARDER!

I KNOW YOU WILL, SON. AND NOW I THINK IT'S TIME FOR *ME* TO APOLOGIZE TO *YOU!*

HUH? WHAT FOR?!

FOR THE WAY I'VE BEHAVED LATELY. I KNOW I'VE BEEN A BEAR, AND THERE'S REALLY NO EXCUSE FOR IT!

I GUESS THE PRESSURE OF MY PROMOTION TO EDITOR IN CHIEF WAS MAKING ME A LITTLE CRAZY, AND I WAS TAKING IT OUT ON THE PEOPLE AROUND ME!

I WANT YOU TO KNOW THAT IF I WAS ROUGH ON YOU, IT WAS MORE BECAUSE OF THE STRAIN I WAS UNDER THAN FOR ANYTHING YOU DID.

I THINK I'M BACK ON AN EVEN KEEL NOW, AND I HOPE THERE WON'T BE ANY MORE OF THOSE OUTBURSTS OF MINE! AGAIN, MY APOLOGIES.

GEE, JOE, I THINK I KNOW WHAT YOU WERE GOING THROUGH.

BESIDES, THE CRITICISM I GOT WAS ONLY WHAT I DESERVED, JUST LESS DIPLOMATICALLY DELIVERED THAN I WAS USED TO FROM YOU!

YOU SURE DON'T NEED TO APOLOGIZE TO ME. AND I PROMISE YOU I'LL DO MY DARNEDEST TO MAKE MY WORK *WORTHY* OF A REALLY TOP-NOTCH EDITOR IN CHIEF!

THANKS, PETER.

THANK *YOU*, JOE!

WHAT A GOOD GUY JOE IS. IF ONLY I COULD SOLVE ALL MY PROBLEMS THAT EASILY.

ANYWAY, THAT'S ONE LESS THING TO WORRY ABOUT TILL TONIGHT WHEN THE CAT AND I PAY OUR VISIT ON THE KINGPIN OF CRIME, TO SETTLE THINGS WITH HIM ONCE AND FOR ALL!

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THE SULTRY SUMMER DAY PASSES SLOWLY IN THE CONCRETE CANYONS OF THE BIG APPLE, AND EVENING FINDS US AT A LUSH PENTHOUSE APARTMENT OCCUPIED BY...

...FELICIA HARDY, ALIAS THE BLACK CAT.

WHAT A TRANQUIL DOMESTIC SCENE, ME SITTING HERE SEWING FOR MY SPIDER!

FACE IT, THOUGH, GIRL, YOU'RE DOING THIS TO TRY AND KEEP YOUR MIND OFF THIS EVENING -- AND IT *ISN'T* WORKING!

I'M AFRAID OF FACING THE KINGPIN!

BUT MY SPIDER WANTS TO MAKE SURE THAT THE DEBT I OWED THE KINGPIN FOR GIVING ME MY SUPER POWERS IS CANCELLED!

BUT IF IT ISN'T-- THEN WHAT WILL WE DO? FIGHT THE CRIMELORD?

HE GAVE ME MY POWERS, MAYBE HE CAN TAKE THEM AWAY, TOO. THEN WHERE WOULD I BE?

WHY IS SPIDER PUTTING ME *THROUGH* THIS GRIEF? THIS ISN'T THE WAY I WANTED THINGS TO GO! SOMETIMES I WONDER IF OUR RELATIONSHIP IS WORTH ALL THE HASSLES.

HE'S SUCH A STRAIGHT ARROW, SO STUFFY SOMETIMES...

BUT, NO! HE'S THE ONLY MAN FOR ME. WHERE ELSE COULD I FIND SOMEONE WHO COULD MATCH MY LOVE OF ADVENTURE...OR MY POWER?

AND I'M SURE THE LONGER WE STAY TOGETHER, THE MORE I'LL BE ABLE TO LOOSEN HIM UP SOME.

YES! MY LOVE FOR HIM IS SO GREAT THAT NOTHING COULD MAKE US--

FELICIA! YOU READY TO GO?

SPIDER!

I'M ALWAYS READY TO GO WITH YOU, LOVER. ANYTIME, ANYWHERE!

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BUT FIRST I'VE GOT SOMETHING TO SHOW YOU!

GOOD GOSH! GET AWAY FROM THAT, FELICIA! IT'S *DANGEROUS!*

HOW DID IT MANAGE TO ESCAPE FROM FANTASTIC FOUR HEADQUARTERS? I THOUGHT REED RICHARDS HAD IT LOCKED UP FOR GOOD!

SILLY! THIS ISN'T YOUR *REAL* ALIEN COSTUME.

THIS IS JUST AN ORDINARY, EVERY-DAY CLOTH VERSION OF IT. I SEWED IT MYSELF!

IT'S SO MUCH SEXIER THAN YOUR OLD RED AND BLUE LONG JOHNS! WHY DON'T YOU TRY IT ON?

NO WAY!

B-BUT WHY?!

I'M SORRY, CAT. I KNOW YOU WENT TO A LOT OF TROUBLE TO MAKE THAT FOR ME AND I APPRECIATE IT. BUT I JUST CAN'T BRING MYSELF TO WEAR IT!

"I STILL GET THE HEEBIE JEEBIES THINKING ABOUT HOW THE REAL LIVING COSTUME ALMOST CREATED A PERMANENT SYMBIOTIC BOND WITH MY BODY!

"IF MR. FANTASTIC HADN'T USED SOME KIND'A SONIC GUN TO DRIVE IT OFF OF ME, I MIGHT HAVE BEEN STUCK IN IT *FOREVER!*"

OH.

AW, DON'T ACT SO DISAPPOINTED, CAT. MAYBE I'LL TRY IT ON SOME DAY SOON WHEN I GET OVER BEING UNEASY ABOUT IT--OKAY?

IN THE MEANTIME, WE'VE GOT A DATE TO KEEP--

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-- WITH THE *KINGPIN OF CRIME!*

I STILL DON'T LIKE THIS. BUT IF I DON'T GO ALONG WITH MY SPIDER, HE MAY THINK I'M CHOOSING TO BE ON THE KINGPIN'S SIDE.

TRUTH IS, PART OF ME STILL WISHES I WAS LEADING THE EXCITING LIFE OF A MASTER-CRIMINAL!

DARN YOU, SPIDER! WHY DID YOU HAVE TO INSIST THAT I CHANGE?

YOU'RE AWFULLY QUIET, FELICIA! DON'T TELL ME THE CAT'S GOT *YOUR* TONGUE!

THWIP!

SPA-NNG

WHAT?! MY WEB-LINE... IT *BROKE!*

THAT NEVER HAPPENED TO ME BEFORE! COULD IT HAVE SOMETHING TO DO WITH MY HAVING HAD TO PULL MY SPARE WEB-SHOOTERS OUT OF MOTHBALLS WHEN I WENT BACK TO WEARING MY OLD COSTUME?

NO TIME TO THINK ABOUT IT NOW! GOT TO SHOOT OUT ANOTHER WEB--LATCH ONTO THAT BUILDING CORNICE...

SPIDER, ARE YOU OKAY?

THWIP!

SURE, CAT. NO SWEAT! JUST HAD A LITTLE PROBLEM WITH MY WEB-BING. EVERYTHING IS FI--

--YIIIIIIIII!

KRR-RRAK!

THE CONCRETE IS CRUMBLING-- GIVING WAY!

SPIDER!

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THIS IS GETTING EMBARASSING! IF WORD OF THIS GETS OUT, I MAY HAVE MY "SUPER-DOERS OF AMERICA" LICENCE REVOKED!

ONE NICE THING ABOUT NEW YORK CITY, THOUGH

--THERE ALWAYS SEEM TO BE PLENTY OF FLAGPOLES HANDY TO RESCUE A HERO-IN-DISTRESS!

NOW, I'LL JUST SPRING OFF THIS POLE--

--SWING AROUND THE TOP OF THIS WATER TOWER... ANOTHER FIXTURE IN ABUNDANT SUPPLY HERE IN THE BIG APPLE...

...AND THEN HAVING WORKED OFF MY EXCESS MOMENTUM, I CAN COME, AT LAST TO A SAFE STOP BY CLINGING TO THE SIDE OF A CONVENIENT BUILDING!

IS IT ANY WONDER WHY THERE ARE NO SPIDER-MEN IN ARIZONA! THERE'S NOTHING OUT THERE TO CLING TO!

SPIDER, ARE YOU ALL RIGHT?

OH SURE, CAT. I'M FINE! ACTUALLY I'M A LITTLE SURPRISED THAT SORT OF THING DOESN'T HAPPEN MORE OFTEN, CONSIDERING THE SHAPE SOME OF THESE BUILDINGS ARE IN!

BUT THIS IS NO TIME TO DWELL ON URBAN RENEWAL --WE'VE GOT US A KINGPIN, TO CONFRONT! LET'S GO!

GEE, THE WAY ALL THOSE THINGS JUST WENT WRONG FOR MY SPIDER, IT'S ALMOST AS IF MY BAD LUCK LUCK POWER WAS AFFECTING HIM! BUT THAT'S IMPOSSIBLE!

MY POWER ONLY WORKS ON PEOPLE WHO TRY TO HARM ME!

AT LEAST THAT'S THE WAY THEY'VE WORKED UP TILL NOW! BUT JUST BEFORE SPIDER'S WEB BROKE, I WAS FEELING MAD AT HIM! IS IT POSSIBLE THAT SOMEHOW THAT MADE MY POWERS WORK AGAINST HIM?

WE'LL BE AT THE KINGPIN'S PLACE SOON, MAYBE THEN I'LL GET SOME ANSWERS!

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AND AT "THE KINGPIN'S PLACE"...

AH! I SEE THE WORK TO REPAIR THE DAMAGE TO MY HEADQUARTERS IS PROCEEDING WITH APPROPRIATE HASTE!

SEVERAL OF THE WALLS AND REINFORCED BUTTRESSES WERE SHATTERED WHEN SILVERMANE WENT ON HIS RAMPAGE HERE!*

FOREMAN! WHEN DO YOU EXPECT TO HAVE THIS WORK FINISHED?

IT'S GOING PRETTY GOOD, SIR. BUT WHY ARE THESE REPAIRS SO URGENT THAT WE HAVE TO WORK ROUND THE CLOCK SHIFTS?

I'M IN A VERY...SENSITIVE... BUSINESS. MY COMPETITORS ARE NOT ABOVE USING THESE BREECHED WALLS TO ENTER AND GAIN ACCESS TO MY... TRADE SECRETS.

IS THAT WHY THAT ROOM AT THE TOP OF THE BUILDING WAS SO HEAVILY ARMORED?

MY KEEP? YES. THAT IS WHY I'M HAVING IT REBUILT EVEN STRONGER! I UNDER-ESTIMATED THE STRENGTH OF MY COMPETITION! ANOTHER SUCH LAPSE IN JUDGEMENT MIGHT ELIMINATE ME... AS A VIABLE FORCE IN MY TRADE!

NOW, CARRY ON!

WHEW! HARD TO BELIEVE THAT GUY HAS ANYTHING TO FEAR FROM ANYBODY! HE LOOKS LIKE HE'S TOUGHER THAN THE REIN-FORCED STEEL AND CONCRETE WALLS WE'RE REBUILDING!

OKAY, MEN, LETS GET BACK TO WORK! I DON'T THINK MR. FISK WANTS US TAKING ANY COFFEE BREAKS JUST NOW!

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EVEN AS THE MEN CONTINUE TO RESTORE THE BUILDING, IN AN ADJACENT ROOM, THE KINGPIN HEARS...

BRRNNNNG!

AN *ALARM!* IS THERE ANOTHER ATTACK BEING STAGED ON MY HEADQUARTERS?

SURVEILLANCE SECTION, REPORT AT ONCE!

KINGPIN, SPIDER-MAN AND THE BLACK CAT HAVE BEEN SPOTTED APPROACHING THE BUILDING! WHAT ACTION SHOULD WE TAKE?

HMMM. UNDOUBTEDLY THEY THINK TO STRIKE WHILE MY DEFENSES ARE WEAKENED, THINKING ME VULNERABLE! THEY WILL LEARN THAT KINGPIN IS NEVER MORE DEADLY THAN WHEN HIS BACK IS AGAINST THE WALL!

ACTIVATE THE DEFENSE SYSTEMS!

THOSE AREN'T LIKELY TO KEEP OUT PEOPLE WITH THEIR POWER!

INDEED! AND IF THEY DO GET IN, I HAVE ONE ACE IN THE HOLE TO DRAW UPON!

MY REVENGE UPON THEM IS A CERTAINTY! WIN OR LOSE THE KINGPIN WILL HAVE THE LAST WORD!

WHILE ELSEWHERE IN THE BUILDING...

SO, SPIDER-MAN AND THE BLACK CAT ARE HEADING THIS WAY! THIS MAY GIVE ME THE PERFECT OPPORTUNITY TO TEST MY NEW-FOUND ABILITIES--TO SEE JUST HOW POWERFUL THEY REALLY *DO* MAKE ME!

IF MY ASSESSMENT IS CORRECT, THE KINGPIN MAY JUST HAVE HIS NEW SUPER AGENT!

ON THE OTHER HAND, AS A RESEARCH SCIENTIST, I CAN USE THIS AMAZING DISCOVERY TO FURTHER MY CAREER... THAT'S AN INTRIGUING POSSIBILITY!

PERHAPS THESE SPOTS WILL GIVE JOHNNY OHNN THE POWER TO GO FREELANCE, TO NO LONGER DEPEND ON THE KINGPIN--OR ANYONE ELSE--FOR FUTURE RESEARCH FUNDS.

BUT FIRST, THE CONFRONTATION!

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MEANWHILE, ON THE NIGHT-DARK STREETS OF MANHATTAN, STILL LURKING IN THE SHADOWS OF THE BAXTER BUILDING...

IT HAS BUT RECENTLY ESCAPED FROM THIS FORTRESS WHICH QUARTERS THE FAR-FAMED FANTASTIC FOUR, FREED BY AN ALIEN PROBING DEVICE WHICH DRILLED A SMALL HOLE IN IT'S TRANSPARENT PRISON TUBE!

NOW IT HAUNTS THE STREET, WAITING FOR UNSUSPECTING PREY!

I--I GUESS ALL THE RUMORS I HEARD WEREN'T REALLY TRUE!

BACK IN INDIANA, ALL THE FOLKS SAID I'D HAVE TO BE REAL CAREFUL ABOUT WALKING AROUND NEW YORK CITY AT NIGHT!

BUT, HECK! IT DON'T SEEM SO BAD. THERE'S NOTHING TO BE AFRAID OF--HARDLY EVEN A SOUL OUT ON THE STREET.

JUST GOES TO SHOW YOU, YOU SHOULDN'T FORM AN OPINION ABOUT ANYTHING TILL YOU EXPERIENCE IT FIRST--

--HAND!

YIIIIIIII!

HE STRUGGLES BRIEFLY, AS THE EBON COSTUME ENGULFS HIM, THEN--UNDER THE CONTROL OF THE ALIEN SYMBIOTE, HE GROWS CALM--

--AND SHOOTING A WEB-LINE FROM THE BACK OF HIS HAND, SWINGS OFF INTO THE NIGHT!

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AND BACK AT THE KINGPIN'S PRIVATELY-OWNED SKYSCRAPER...

WELL, HERE WE ARE ON TOP OF THE KINGPIN'S HQ I'VE MANAGED TO SNEAK INSIDE BEFORE, SO MAY I SUGGEST...

HOLD IT, CAT! MY SPIDER-SENSE IS BUZZING--!

A NET, SHOOTING AT US! KINGY MUST HAVE BEEFED UP SECURITY! USED TO BE YOU HAD TO GET *INSIDE* BEFORE YOU GOT ATTACKED!

BUT THERE'S NO WAY ANYTHING AS CLUMSY AS AS THIS CAN CATCH US, RIGHT CAT?

ALL WE HAVE TO DO IS LEAP OUT OF THE WAY BEFORE--

HEY! SOMEHOW THE NET SHREDDED AND WRAPPED AROUND MY LEGS!

SORRY, LOVER! MY BAD LUCK POWER CAUSED THE NET TO SHRED, AND I GUESS PART OF IT SNAGGED YOU!

NO PROBLEM! I CAN LAND ON MY HANDS JUST AS EASILY AS MY FEET.

BUT REALLY CAT, CAN'T YOU YOU CONTROL YOUR POWER ANY BETTER THAN THAT? I DON'T KNOW WHO I HAVE TO BE MORE CAREFUL OF-- YOU OR THE KINGPIN!

HE'S RIGHT! NOW I REALLY WANT TO HAVE A CHANCE TO CONFRONT THE KINGPIN WITHOUT MY SPIDER AROUND! MAYBE...

MAYBE YOU'RE RIGHT, SPIDER! MAYBE IT WOULD BE BETTER IF WE SPLIT UP-- TRIED TO ATTACK THE KINGPIN FROM DIFFERENT FRONTS!

I DON'T THINK SO CAT! EVEN IF YOUR BAD LUCK VIBES ARE A LITTLE UNPREDICTABLE, WE'RE STILL BETTER OFF GOING INTO THIS TOGETHER! UNITY! IN STRENGTH AND ALL THAT!

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YEOW! MOVE IT, CAT! LOOKS LIKE THEY'VE GIVEN UP TRYING TO *CAPTURE* US-- NOW THEY WANT TO *KILL* US!

YOU CAN DODGE ALL YOU WANT TO, LOVER! THE BLACK CAT WILL STAND HER GROUND!

MY BAD LUCK POWER MAKES THOSE BULLETS VEER OFF OR CRUMBLE TO DUST BEFORE THEY EVER REACH MY SUCCULENT LITTLE BOD!

MAYBE SO, BUT I'M STILL GONNA WEB UP THE BARREL, JUST IN CASE ONE OF THOSE SHELLS NEVER READ YOUR *PRESS NOTICES!*

THWIP!

NOW I'D BETTER WEB UP THE LENS OF THAT *SURVEILLANCE CAMERA* SO KINGY WON'T BE ABLE TO SEE EVERY MOVE WE MAKE!

RIGHT! AND WHILE YOU'RE DOING THAT, I'LL JUST SQUEEZE INTO THE OPENING IN THE ROOF THAT THE NASTY OLD GUN CAME OUT OF!

THAT LOOKS LIKE THE FASTEST WAY *INTO* THIS FORTRESS! HEY-- WHERE'D THIS *BLACK CIRCLE* COME FROM?!

CAT! MY SPIDER-SENSE IS BUZZING-- DON'T--

TOO LATE! SHE COULDN'T STOP HER FORWARD MOMENTUM AND NOW SHE--SHE'S PLUNGING RIGHT *INTO* THE HOLE!

NO! SHE'S *DISAPPEARING!* AND NOW, *ANOTHER* HOLE IS MATERIALIZING!

WHAT ARE THEY? IS THE KINGPIN RESPONSIBLE FOR THEM?

NO, NOT THE KINGPIN, BUT ONE EQUALLY DANGEROUS! I AM... *THE SPOT!*

THE *SPOT...?!?*

ER... EXCUSE ME...

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HAHAHAHA! YUK YUK YUK! "THE SPOT"! HOO-BOY!

THE *BLACK CAT* IS QUITE *SAFE!* I MERELY USED ONE OF MY SPOTS TO TRANSPORT HER SEVERAL BLOCKS AWAY FROM HERE SO YOU AND I COULD FACE EACH OTHER *ALONE!*

"THE SPOT" TEE-HEE!!

ER... SPIDER-MAN...?

CHUCKLE! SNORT Y...YEAH?!

I'M HERE TO LEARN SOME THINGS ABOUT MYSELF! AND TO TEACH YOU A THING OR TWO!

UH-HUH. YEAH. OKAY. SURE.

WHA-?! MY FIST SINKING RIGHT *INTO* YOU!

NO HARM DONE, MY *IMPETUOUS YOUTH!*

NOW ALLOW ME TO DEMONSTRATE SOME OF THE OTHER USEFUL PROPERTIES MY SPOTS POSSESS.

I'LL JUST GRAB A HANDFUL FROM MY BODY--AND HURL THEM INTO THE AIR...

THEY'RE STAYING SUSPENDED WHEREVER THEY LAND!

EXACTLY! AND BY THROWING A PUNCH THROUGH THIS SPOT NEAR *ME*, IT TRAVERSES THE INTERVENING SPACE BETWEEN US--

--AND COMES OUT THROUGH A SPOT NEAR *YOU!*

OWCH!

THUD!

SOMEHOW, MY SPIDER-SENSE DIDN'T WARN ME IN TIME FOR ME TO DODGE THAT PUNCH!

IT'S AS IF HIS FIST DIDN'T EVEN EXIST TILL IT HIT ME!

INDEED IT WAS TRAVERSING ANOTHER DIMENSION UNTIL THE MOMENT IT EMERGED FROM THE SPOT!

NIFTY GIMMICK, SPOT! ONLY ONE PROBLEM--THAT PUNCH COULDN'T HAVE KNOCKED OVER A SMURF, LET ALONE YOUR FRIENDLY *IMPETUOUS SPIDER-YOUTH!*

NOW LET'S SEE HOW YOU LIKE IT WHEN *I* LAND ONE ON *YOU!*

I SERIOUSLY DOUBT IF YOU *COULD*, BUT JUST IN CASE I'M *WRONG*...

HE'S DIVING BACK INTO ONE OF HIS HOLES!

I FEEL LIKE I'M LIVING A WARNER BROTHERS CARTOON!

COME OUT OF THERE YOU CWAZY WABBIT!

HEY! OUCH! ≡YAWN!≡ *OOCH! ACK!*

BOY, SPOT, YOU'RE A TOUGH GUY!

PERHAPS I DON'T HIT TERRIBLY HARD! BUT EVEN THE *STRONGEST* OF TREES CAN BE FELLED BY SUFFICIENT STROKES WITH EVEN THE *SMALLEST* OF HATCHETS!

GOODNESS! I DO BELIEVE THIS COULD GET TO BE FUN!

THE HOLE THAT I CAME THROUGH IS GONE! AND THAT WEIRDO IS BEATING UP ON MY SPIDER!

GOT TO GET BACK THERE TO HELP HIM! ONLY THE WAY IT'S GOING I MAY NOT MAKE IT IN TIME!

IF ANYTHING HAPPENS TO SPIDER THE KINGPIN WILL PAY! I'LL MAKE SURE OF IT!

20

CAN'T SEEM TO GET AN EDGE AGAINST THIS GUY! HE PULLS BACK INSIDE HIS HOLES BEFORE I EVEN HAVE THE CHANCE TO GRAB ONE OF HIS LIMBS!

AND I NEVER KNOW WHERE THE NEXT SHOT IS COMING FR--

KLOP!

UNGH!

THAT ONE CAUGHT ME FLUSH-- KNOCKING ME BACK...

...RIGHT INTO ANOTHER HOLE!

AND INTO THAT OTHER DIMENSION!

WELCOME TO THE DIMENSION OF SPOTS, SPIDER-MAN! HAIL--

--AND FAREWELL!

ARGH!

KRRAAAK!

SPIDER!

21

SPIDER, ARE YOU *ALL RIGHT?*

YEAH! JUST A LITTLE SHAKEN UP! THAT HOLE HE THREW ME THROUGH WAS SO CLOSE TO THE BRICK WALL THAT I DIDN'T HAVE TIME TO REACT, COULDN'T ROLL WITH THE IMPACT!

HA! WHO WOULD HAVE THOUGHT THAT BESTING THE FEARSOME SPIDER-MAN COULD BE SO EASY!

YOU WON'T THINK SO WHEN I CLEAR MY HEAD, SPOT!

PERHAPS NOT, IF I WAITED AROUND FOR *THAT* TO HAPPEN! BUT I'M NOT THAT FOOLHARDY!

I'LL JUST DUCK BACK INSIDE MY HOLE--

--AND PULL IT IN AFTER ME!

POIT

COME *BACK* HERE, *SPOT!*

OH, GREAT! ONLY I COULD HAVE A FIGHT WITH A GUY WHO MAKES ME SOUND LIKE I'M SCOLDING A DISOBEDIENT PUPPY--

ONE MORE THING--

OBOY--

DON'T HARNESS THE KINGPIN AGAIN, OR I SHALL BE FORCED TO DESTROY YOU BOTH!

POIT

WELL THIS EVENING WAS CERTAINLY A BUST BUT WE WERE HARDLY EXPECTING INTERFERENCE FROM ANYONE LIKE THAT!

I THINK WE'D BETTER BEAT A HASTY RETREAT, REGROUP, AND MOUNT A BETTER-PLANNED ATTACK!

YOU'RE RIGHT, SPIDER!

AND JUST MAYBE I'D BE BETTER OFF MAKING THE NEXT ATTEMPT ON MY *OWN!*

I'LL BE BACK, ALL RIGHT! BUT NEXT TIME I'VE GOT TO FIND A WAY TO FACE THE KINGPIN ALONE!

I'VE GOT TO LEARN IF MY SUSPICIONS ARE CORRECT-- THAT MY POWERS ARE MAKING ME A THREAT TO THE MAN I LOVE!

NEXT 8

THE FINAL SHOWDOWN WITH THE KINGPIN! DON'T MISS THE DOUBLE SIZE SPECTACULAR # 100...

BREAKIN'!

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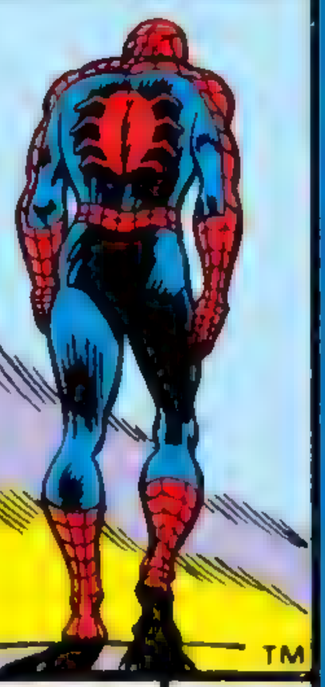

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THE *LAST* MARVEL TEAM-UP®

SPIDER-MAN®

AND THE UNCANNY

X-MEN®

AND NOW . . .
A MOMENT'S SILENCE

BEFORE THE ACTION BEGINS --

Stan Lee PRESENTS: A DOUBLE-SIZED 150TH ANNIVERSARY TEAM-UP OF SPIDER-MAN AND THE X-MEN

'TIS BETTER TO GIVE!

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LETTERER
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DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

PETER PARKER! I SAW YOU COME IN AND I DIDN'T SEE YOU LEAVE! AND I'VE BEEN WATCHING!

KNOCK! KNOCK!

IT'S MRS. MUGGINS! BLAST!

I KNOW YOU'RE IN THERE, PARKER! COME TO THE DOOR THIS MINUTE! YOU'RE A WEEK BEHIND ON YOUR RENT!

KNOCK! KNOCK!

OF COURSE YOU DIDN'T SEE ME, YOU OLD BAT! I'VE BEEN COMING AND GOING THROUGH THE SKYLIGHT AS SPIDER-MAN!

I DON'T HAVE THE MONEY FOR THE RENT! I DON'T EVEN HAVE ENOUGH FOR GROCERIES!

HAVING THE PROPORTIONAL STRENGTH AND AGILITY OF A SPIDER CAN BE USEFUL IN STICKY SITUATIONS LIKE THIS ONE!

SOMETHING TELLS ME I SHOULD BEAT A HASTY RETREAT!

MY SPIDER-SENSE! WARNING ME OF...

ISN'T THIS WEATHER JUST SUPER?

...DANGER?

RATS! THOSE GIRLS WHO MOVED IN NEXT DOOR*...

*PETER PARKER #99 -- DANNY.

...SUN BATHING! ANY OTHER TIME I'D BE ECSTATIC...

REALLY, BAMBI! LIKE WE'VE GOT FOOD AND MUSIC AND SUN TAN LOTION!

WE CAN STAY HERE ALL DAY, RANDI, AND JUST... SOAK UP THE SUN!

MAN...WE'RE GONNA HAVE THE BEST TANS IN NEW YORK CITY!

DOUBLE RATS!

NO WAY I CAN MAKE IT PAST THEM WITHOUT BLOWING SPIDER-MAN'S COVER SKY HIGH!

2

PARKER! I'VE GOT A *KEY!* AND I'M *COUNTING!* IF YOU DON'T OPEN THE DOOR BY THE TIME I REACH TEN...

...I'LL OPEN IT MYSELF! *ONE...TWO...*

KNOCK! KNOCK!

M-MRS. MUGGINS? I'M...UH... TAKING A *SHOWER!* HOLD ON A SECOND!

WOOOOSSSH!

NINE... TEN!

MRS. MUGGINS! I COULDN'T HEAR YOU ABOVE THE *WATER!*

BUT I'M GLAD YOU'RE HERE! I'VE BEEN MEANING TO TALK TO YOU!

THERE'S A GAGGLE OF GIRLS *SUNBATHING* ON THE ROOF! THE NOISE! THE MUSIC! THE GIGGLING!

YOU'RE GONNA HAVE TO DO SOMETHING ABOUT--

CAN IT, PARKER! I *KNOW* THAT TRICK! AND YOU'RE NOT USING IT TO DISTRACT ME!

THE BLONDE ONE IS MY *NIECE, CANDI!* AND SHE'S *PAID* HER RENT! WHERE'S *YOURS?*

DON'T WORRY, MRS. MUGGINS! YOU'LL GET IT... THURSDAY!

I'D BETTER!

YOU WILL! GOOD-BYE, MRS. MUGGINS!

DARN! I'VE BEEN EATING PEANUT BUTTER FOR A WEEK ALREADY! AND I'VE STILL GOTTA GET A PRESENT FOR AUNT MAY!

EVEN IF SHE ISN'T SPEAKING TO ME FOR QUITTING GRAD SCHOOL, IT'D BREAK HER HEART IF I FORGOT HER BIRTHDAY!

I'LL JUST HAVE TO EARN SOME CASH! FAST!

3

WHILE ON THE OTHER SIDE OF THE WORLD, ABOVE AN ASIAN JUNGLE...

HERE WE ARE, MISTER! RIGHT DOWN THERE'S THE AREA YOU HIRED ME TO FLY OVER!

THE TEMPLE RUINS ARE OVER THERE TO THE LEFT!

THANKS!

TIME FOR ME TO BE GOIN', THEN!

HEY, MISTER! YOU *CRAZY?* THEY'RE HAVING *BATTLE MANEUVERS* DOWN THERE!

I DON'T HAVE TIME TO WAIT! BLACK TOM'S BIRTHDAY'S DAY AFTER TOMORROW! I GOTTA GET HIS PRESENT *NOW!*

HEY! STOP! YOU DON'T EVEN HAVE A *PARACHUTE!*

I DON'T *NEED* ONE!

4

〈LIEUTENANT CHENG! UP IN THE SKY, SIR! IS IT A BIRD?*〉

〈WHAT??〉

*TRANSLATED FROM THE KOREAN-- DANNY.

〈IT'S A MISSILE COMING STRAIGHT FOR US!〉

SCATTER!

BA-ROOM!

〈W-WHAT *WAS* IT, SIR?〉

〈IT WAS LIKE NOTHING IN OUR TRAINING MANUAL!〉

〈IT LOOKED LIKE A...MAN!〉

〈NONSENSE, CORPORAL! NO MAN COULD DO *THAT!* APPROACH THAT WRECKAGE! FIND OUT WHAT IT WAS!〉

〈TH-THERE'S NO WRECKAGE, SIR! I-IT'S ALIVE-- AND IT'S-->

WHY'RE YOU POINTING THOSE PUNY THINGS AT ME?

CAN'T YOU SEE THEY WON'T DO ANY GOOD?

〈HE SPEAKS *ENGLISH*, SIR!〉

〈SH-SHOOT HIM!〉

I'M JUGGERNAUT!

LIKE I TOLD YOU, I'M *JUGGERNAUT!* BULLETS JUST BOUNCE OFFA ME!

BLAM!

BLAM!

CRUNCH!

BASH!

AND *JEEPS* WON'T STOP ME EITHER!

CRASH!

THE LAST PERSON THAT EVEN SLOWED ME DOWN WAS *SPIDER-MAN!*

AND *HE* BURIED ME IN THOUSANDS OF TONS OF CEMENT! TOOK ME *MONTHS* TO WALK OUTTA THAT MESS!

AND YOU THINK THAT *PEA-SHOOTER'S* GONNA STOP ME? *HA!*

BLAM!

FIRE!

BA-BLOOOM!

BLACK TOM *SAYS* IT'S OKAY IF I SCREWED UP AND DIDN'T BRING HIM *MADAME WEBB* LIKE I PROMISED*...

...BUT I SPOILED HIS *PLANS!* HE JUST DOESN'T WANT ME TO FEEL BAD 'CAUSE HE'S MY *FRIEND*--THE ONLY ONE I EVER HAD!

ANY OTHER TIME I'D BE GLAD TO STAY AND PLAY TARGET PRACTICE...BUT RIGHT NOW I'M IN A HURRY!

*SEE *AMAZING SPIDER-MAN* #230--DANNY.

BASH!

BUT HE *HAS* TO BE MAD! *I'D* BE MAD...!

REAL MAD!!! IT'S ALL THAT CRUMMY SPIDER-MAN'S FAULT!

KER-AAAASH!

6

TOM'S A MUTANT, SURE! AND HE CAN FIRE FORCE BOLTS THROUGH HIS SHILLELAGH--BUT THAT'S NOT ENOUGH FOR A GUY LIKE HIM!

HE WANTS *POWER!* *LOTS* OF POWER! BUT HE DOESN'T NEED SOME CRUMMY OLD WOMAN TO GIVE IT TO HIM!

I'M HIS FRIEND! AND *I'M* GONNA SEE HE GETS IT!

IT'S UNDER THERE SOME-WHERE! BURIED! THE *TEMPLE OF CYTTORAK!*

I REMEMBER THE FIRST TIME I CAME HERE!

MY DUMB, MIND-READING MUTANT OF A STEP-BROTHER, *CHARLES XAVIER,* TRIED TO STOP ME!

BUT HE *COULDN'T!*

SMASH!

AND NOW, I'M *JUGGERNAUT!* *NOBODY* CAN STOP ME-- *EVER--*

--NOT EVEN CHARLES AND HIS WIMPY *X-MEN!* HIS STUPID PSIONIC BLASTS CAN'T GET THRU MY HELMET!

7

THERE IT IS! THE *RUBY OF CYTTORAK*...

...THE JEWEL THAT MADE ME STRONG, UNSTOPPABLE--AND UNTOUCHABLE... UNLESS I WANT TO BE TOUCHED!

WHAT A *GREAT* PRESENT! TOM'LL *LOVE* IT!

" WHOEVER TOUCHES THIS GEM SHALL POSSESS THE POWER OF THE CRIMSON BANDS OF CYTTORAK SHALL... BECOME A *HUMAN JUGGERNAUT!*"

THAT'S WHAT IT SAYS, ALL RIGHT!

DAY AFTER TOMORROW, TOM'LL TOUCH IT--AND THEN HE WON'T NEED ANYBODY ELSE'S POWER BUT HIS OWN! HE'LL BE AS POWERFUL AS ME!

WHILE BACK IN MANHATTAN...

I'M BUSHED! AND MY RESERVES OF SALTINES'RE RUNNING LOW!

I'VE BEEN SWINGING 'ROUND THE CITY FOR TWO DAYS WITH NOT ANOTHER SUPER HERO OR SUPER-CROOK IN SIGHT...

...AND ROBBIE'S MADE IT CLEAR HE REALLY WANTS SHOTS OF OTHER HEROES. HE WON'T BUY SHOTS OF SPIDEY CATCHING MUGGERS OR DOING ANYTHING ORDINARY!

WHICH IS ALL I *HAVE* BEEN DOING LATELY! EVEN MY GIRL, THE *BLACK CAT'S* BEEN KEEPING OUT OF MY PATH...

...WHICH IS PROBABLY JUST AS WELL, CONSIDERING SHE'S--

HI THERE!

LIKE...IT'S THE GUY WHO COMPLAINED ABOUT OUR *SUNBATHING!*

WHAT'S THE MATTER, PETE? YOU DON'T LIKE *GIRLS?*

ME... UH... THAT IS... YEAH! SURE, I LIKE GIRLS! I DON'T MIND YOUR SUNBATHING! REALLY!

BUT IT WAS ALL I COULD THINK OF TO DISTRACT MRS. MUGGINS FROM TRYING TO COLLECT THE RENT!

I'M A FREELANCE *PHOTOGRAPHER,* SEE! I WORK FOR THE BUGLE BUT RECENTLY THINGS'VE BEEN A LITTLE SLOW AND...

A *PHOTOGRAPHER!* WOW! MY AUNT *TOLD* ME! ACTUALLY, I'M A LITTLE SCARED OF HER, TOO!

NINOKK

I CAME TO NEW YORK TO BE A *MODEL!* 'COURSE I'M A WAITRESS NOW... BUT AS SOON AS I GET MY PORTFOLIO TOGETHER...

SAY, YOU WANTA COME UP ON THE ROOF AND TAKE OUR PICTURES...?

YEAH! *THE PURPLE TIGER,* WHERE WE WORK, LETS US TAKE HOME ALL SORTS OF FOOD! SALAD... ROAST BEEF... EVEN *CHOCOLATE CAKE...*

CHOCOLATE CAKE...? NOW *THAT'S* THE BEST OFFER I'VE HAD ALL DAY!

YOU COULD JOIN US FOR LUNCH...

BELOW THE UPSTATE NEW YORK MANSION KNOWN AS **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS**, IS A TRAINING ROOM KNOWN AS THE **DANGER ROOM**.

IT IS HERE THAT THE **X-MEN**, AN OUTLAW GROUP OF MUTANT HEROES, HONE THEIR POWERS...

YOU TWO DESTROYED FOUR PROJECTILES OUT OF SIX, ***MEIN FREUNDS***, BEFORE THEY DESTROYED YOU! NOT BAD... BUT NOT GOOD!

READY TO TRY AGAIN?

DA, NIGHTCRAWLER! WE ARE READY!

LAUNCHING SIX, KIDS! HAVE FUN!

NIGHTCRAWLER'S STARTED THE ATTACK SEQUENCE, ***ROGUE!*** GET IN POSITION!

CLIK!

AH'M GOIN', ***COLOSSUS!*** AH'LL PLAY THE TOP OF THE COURT, YOU PLAY THE BOTTOM!

LAST TIME THE MISSILES WON! LET'S SEE IF WE CAN EVEN THE SCORE!

10

SMASH.

ONE!

TWO!

CATCH, ROGUE!

THANKS!

BASH!

CRASH!

THREE! FOUR!

FIVE! LOOK OUT, MY FRIEND! ABOVE--

SMASH!

ugh!

SMASH!

ROGUE!

I KNOW YOU ARE STRONG AND FAIRLY INVULNERABLE, BUT...YOU CANNOT SHIFT TO ***ORGANIC STEEL*** AS CAN I! I FEARED--

AH'M **OKAY**, COLOSSUS! HONEST!

HEY, DON'T TOUCH ME! THAT MISSILE DIDN'T HURT... MUCH, BUT IT SURE TORE UP MY COSTUME! YOU DON'T WANT ME ABSORBIN' YOUR POWERS...!

YOU TWO ARE GETTING ***BETTER!***

FIVE OUT OF SIX, THAT TIME! NOT BAD!

YEP! YOU LOOK BEAT, BUT ONE MORE TRY OUGHT TO DO IT!

YOU TELEPORTED DOWN HERE TO TELL US THAT, NIGHTCRAWLER?

UH-UH! PRACTICE IS OVER--AND SOUP'S ON! HURRY AND WASH UP, OR YOU'LL BE LATE FOR SUPPER!

SOON...

THREE CHEERS FOR TELEPATHY, RACHEL! AH'M GLAD YOU CALLED US WHEN YOU DID! AH'M STARVIN'!

AND I AM GLAD, NIGHTCRAWLER, THAT YOU NOT I, MUST TELL PROFESSOR XAVIER OF THE MESS WE'VE MADE OF THE DANGER ROOM!

WELL, LET'S HOPE I DON'T MAKE A MESS UP HERE, FOLKS!

INDEED, MEIN FREUND! CAN THE TALENTED YOUNG TELSPATH MANAGE TO TELEKINETICALLY SET FOUR PLACES WITHOUT DUMPING--

NIGHTCRAWLER! ON T.V.! LOOK!

...FILMED TWO DAYS AGO BY OUR ROVING CORRESPONDENT THERE!

AFTER SINGLE-HANDEDLY VANQUISHING A PLATOON OF KOREAN SOLDIERS, HE WALKED OUT OF THE RUINS AND INTO THE SEA WHERE HE...

JUGGERNAUT! AND LOOK WHAT HE'S CARRYING!

WHAT...? AND WHO IS HE?

HE'S CAIN MARKO, ROGUE, PROFESSOR XAVIER'S STEPBROTHER. AND UNLESS I MISS MY GUESS...

...THAT'S THE RUBY OF CYTTORAK--THE MYSTICAL STONE THAT GAVE HIM HIS POWERS!

BUT CAIN POSSESSES THE JUGGERNAUT POWER! WHY DOES HE NEED THE JEWEL?

PERHAPS... HE WANTS TO SHARE THIS POWER?

HE DID SO IN THE FUTURE...AT LEAST, IN MY TIME LINE! BECAUSE BLACK TOM ASKED IT, HE AIDED US!

BUT WILL IT HAPPEN HERE IN THE PAST, I'VE BLUNDERED INTO, WHICH IS SO DIFFERENT FROM MY OWN?

12

AND IN MANHATTAN...

WE'LL RETURN WITH THE NEWS AFTER THIS MESSAGE FROM **LOTTO COLA!** THE COLA THAT TASTES LIKE A MILLION BUCKS AND FROM...

LOTTO COLA! I COULD USE ONE OF THOSE RIGHT NOW! WONDER IF CANDI HAS ONE OF THOSE IN HER FRIDGE...

PEANU CRUN

AT SALE

RICES SLASHED

WHICH REMINDS ME--I'D BETTER DEVELOP THOSE SHOTS! IMAGINE CANDI ASKING IF I COULD GET HER PICTURE IN THE *BUGLE!* SHEESH!

I WOULDN'T EVEN KNOW HOW TO BEGIN...

WOW! LOOK AT THIS! A *HAT* SALE! AT *SAKS!* THAT'S WHERE *CANNONBALL* GOT HIS HAT FOR HIS MOM!*

AND THEY'RE *HALF PRICE* NOW! I COULD GET AUNT MAY A HAT JUST *LIKE* IT EXCEPT--

EB ER

HALF OF NOTHING'S STILL *NOTHING* AND *THAT'S* WHAT I'VE GOT TO SPEND. UNLESS--

DARN IT! I'LL JUST HAVE TO EARN SOME MONEY! TAKE PICTURES OF SOME OTHER HEROES IN ACTION...IF I CAN *FIND* SOME--*HEY!*

*LAST ISSUE--DANNY.

...TWO DAYS AGO NEAR THE CHINA SEA, WALKED OUT OF THE RUINS CARRYING A RUBY AS BIG AS...

HOLY COW!

JUGGERNAUT!

I LEFT HIM BURIED IN TONS OF HARDENING CONCRETE IN THE FOUNDATION OF THE CONVENTION CENTER!

SOMEHOW IT FIGURES EVEN *THAT* WOULDN'T STOP HIM, BUT I STILL CAN'T BELIEVE IT! I'D BETTER CHECK IT OUT!

13

IN A WAY I MISS MY SNAZZY BLACK COSTUME!* I NEVER HAD TO PUT THE DARN THING ON...

...OR CHECK MY WEB-SHOOTERS, SINCE IT AUTOMATICALLY OBEYED MY MENTAL COMMANDS!

WHICH IT COULD DO, SINCE IT WAS A SENTIENT ALIEN SYMBIOTE WHO WAS TRYING TO TAKE ME OVER!

*ACQUIRED DURING THE *MARVEL SUPER HEROES SECRET WARS*--DANNY.

BRRRRRR! CONVENIENT OR NOT, REED RICHARD'S LAB IS THE BEST PLACE FOR IT TO BE!

I'D HATE TO HAVE BECOME A CANDIDATE FOR *INVASION OF THE BODY SNATCHERS!*

STILL, THE *BLACK CAT* ALWAYS LIKED THAT COSTUME! OF COURSE, SHE LIKES EVERYTHING ABOUT SPIDER-MAN!

SHE'S A GOOD PHOTOGRAPHER, TOO! ROBBIE ADMIRED HER SPIDER-MAN SHOTS... BIG SURPRISE!

PICTURES COME OUT BETTER IF THEY'RE ACTUALLY *TAKEN*-- NOT SHOT AUTOMAT-ICALLY FROM MY BELT OR A CAMERA WEBBED TO A WALL!

GOOD! THE SUN-BUNNIES'RE LEAVING! THEY'RE NICE KIDS, BUT SORT OF A BOTHER! STILL, THIS HEAT CAN'T LAST FOREVER!

HEY ISN'T *LIZ* AN) *HARRY OSBORN'S* BABY DUE SOON? I'VE BEEN SO INTO MY PROBLEMS, I HAVEN'T HAD TIME FOR ANYONE ELSE'S!

I OUGHTA CALL THEM! MAYBE I'VE BEEN SELFISH...

...IN DEALING WITH AUNT MAY AND EVERYBODY! DARN IT, AS SOON AS I CAN, I'M GONNA BUY AUNT MAY THAT HAT AND ASK HER TO FORGIVE ME!

MAYBE THAT'S WHY *MARY JANE* TOLD ME ABOUT HER PAST...AND HOW SHE'S KNOWN ALL ALONG I WAS *SPIDER-MAN!**

SHE WAS SAYING WE ALL HAVE A *CHOICE* ABOUT HOW WE TREAT OTHERS AND--

*IT HAPPENED IN *AMAZING SPIDER-MAN #259*-- DANNY.

WELL, *HERE* IT IS! THE BUILDING UNDER WHICH I BURIED JUGGERNAUT! IT LOOKS FINE TO ME! *HOW* DID HE GET OUT?

WHO KNOWS! BUT LONG AS I'M NEARBY *SAKS*, MAYBE I'LL SWING BY AND SEE WHAT TIME IT OPENS...!

14

MEANWHILE, IN AN EXCLUSIVE AND VERY EXPENSIVE EAST-SIDE HOTEL...

HAPPY BIRTHDAY, TOM!

JUGGERNAUT! YE'VE ARRIVED! BUT IN COSTUME, LAD?

SORRY, TOM! ONCE I GET THIS HELMET BOLTED ON, IT TAKES FOREVER TO GET IT OFF...

...AND I DIDN'T WANT TO MISS YOUR PARTY!

HERE! I BROUGHT YOU A PRESENT!

AH, MY FRIEND, YE SHOULDN'T HAVE!

BUT I'M GLAD Y'DID!

C'MON! HAVE SOME CAKE AN' WINE!

OPEN IT FIRST, TOM!

CAIN!

A RUBY...

AS BIG AS MY FIST!

IS THAT AN INSCRIPTION? I CAN'T SEE--

CAIN! WHAT'S HAPPENIN' TO ME?!

ALL RIGHT, LAD, IF IT' LL PLEASE YA!

I-I'M GROWIN'!

AAARRRGGGHHH!

AN' MY CLOTHES! I'M--

RRRRIIIIPPPP!

WHAT'S THE MATTER, TOM? DON'T YOU *LIKE* IT?

16

WHILE AT THE X-MANSION...

CAN CEREBRO LOCATE BLACK TOM, NIGHTCRAWLER?

I'VE FED IN TOM'S MENTAL PATTERNS FROM PROFESSOR X'S RECORDS, COLOSSUS!

IF CEREBRO DOESN'T FIND TOM IN TWO MINUTES, IT'S NOT THE MUTANT DETECTOR I THINK IT IS.

BINGO! MANHATTAN! LET'S GO, FOLKS!

YOU SEEM ANXIOUS, RACHEL! IS ANYTHING THE MATTER?

N-NO! NOTHING.

WELL, IT'S A NICE NIGHT FOR A DRIVE, LIEBCHEN, AND WE'LL BE THERE BEFORE YOU KNOW IT! THERE DOESN'T SEEM TO BE MUCH URGENCY...

AND IN THAT SELF-SAME MANHATTAN...

WHAT D'YE MEAN, "DON'T I LIKE IT?" 'CAIN... JUGGERNAUT...

WHAT DID YE DO TO ME? PUT ME BACK THE WAY I WAS!

P-PUT YOU BACK? TOM...I CAN'T!

WHAT DO YOU MEAN YOU--

WHAM CRACKH!

CAN'T?!?

CRA-SHOOM!

I FELT THAT! HE HIT ME!

TOM! YOU HIT ME,TOM!

AND I'LL CLIMB UP THERE AND HIT YOU BACK!

SKRUNCH!

SKRUNCH!

YOU WERE MY FRIEND...

...BUT YOU HIT ME!

SKRUNCH!

SKRUNCH!

IT'S THIS JEWEL... THIS RUBY THAT DID IT! I'LL HAVE IT TESTED! MAYBE THE PROCESS CAN BE REVERSED...

...OR MAYBE I CAN SHATTER IT WITH A FORCE BOLT...

SOMEHOW BREAK THE SPELL AND--

WHAM!

EEEYYYYAAAAAA!

I DON'T LIKE IT WHEN PEOPLE HIT ME!

CRASH!

IT MAKES ME MAD! REAL MAD!

18

KA-BOOM!

WHADDA YA MEAN A-HITTIN' ME LIKE THAT, YA FOOL! A FALL LIKE THAT'LL COULDA BEEN THE DEATH A'ME!

WHADDYA MEAN--DEATH? A LITTLE FALL LIKE THAT WOULDN'T HURT JUGGERNAUT!

YOU'RE JUGGERNAUT, YA BLAMED IDIOT! I'M NOT!

OH...YES, YOU ARE!

YOU TOUCHED THE RUBY OF CYTTORAK, DIDN'T YOU?

AND IT'S THE STONE THAT GAVE ME THE JUGGERNAUT POWER, ISN'T IT?

WELL NOW YOU GOT IT TOO!

WHAM! CRUNCH!

I--WHAT?!? NOW JUST HOLD ON A MINUTE, BUCKO! EXPLAIN IT TO ME NICE AND SLOW...

FA-WHOOOOM!

LORD O' MERCY! WHAT'S THAT?

EXPLODIN' GAS TANK! IT HAPPENS TO ME ALL THE TIME! DOESN'T HURT ME NONE, THOUGH!

NUTHIN' HURT ME 'TIL YOU HIT ME OUT THE WINDOW! THAT HURT! THAT MADE ME MAD!

AN' THIS FIRE! I CAN FEEL IT! THAT MAKES ME MAD TOO!

JUGGERNAUT! CALM YOURSELF, LAD! I CAN FEEL THE FLAMES, TOO! AND YOU'RE LOOKIN' A BIT SMALLER THAN YE DID . . . !

AND NEARBY . . .

WHAT THE HECK COULD THAT EXPLOSION HAVE BEEN?! I HEARD IT CLEAR ACROSS TOWN!

AND NOW MY SPIDER-SENSE IS STARTIN' TO BUZZ LIKE IT'S GOING OUT OF STYLE.

AND FOR ONCE IT'S GOOD NEWS! 'CAUSE WHERE THERE'S THAT MUCH DANGER . . .

. . . THERE'S BOUND TO BE SALEABLE PICTURES!

HOLY COW! WHAT HAPPENED!

20

JUGGERNAUT! IT FIGURES!

AND I'M ALMOST GLAD TO SEE HIM! I *MUST* BE DESPERATE FOR SUBJECTS! THE LAST TIME I FOUGHT HIM, HE NEARLY *KILLED* ME!

NOW TO TAKE SOME FIRST CLASS PHOTOS OF SOMEBODY *ELSE* IN A FIGHT FOR A CHANGE!

CKIK WHRR CKIK WHRR

WHO'S THAT GUY TRYING TO STOP HIM? WHO CARES! IT DOESN'T SEEM TO HURT HIM NEAR AS MUCH AS IT'D HURT ME!

HEY!

UH-OH!

SPIDER-MAN! IT'S ALL *HIS* FAULT, TOM! IF HE HADN'T STOPPED ME FROM GETTING YOU *MADAME WEBB*...

...I'D NEVER'VE *THOUGHT* OF GETTING YOU THAT STUPID RUBY!

CAIN! LISTEN! IT'S *HARDER* TO THROW CARS AROUND THAN IT USED TO BE, RIGHT?

MAYBE!

SMASH

BUT *THAT* WON'T *STOP* ME TEACHIN' YOU NOT TO *HIT ME!*

CAIN! LAD! DON'T YOU *SEE?* I TOUCHED THE *RUBY*, SURE, BUT IT DIDN'T WORK LIKE YOU THOUGHT!

SOMEHOW THE JEWEL SPLIT THE POWER UP! WE *EACH* HAVE *HALF* THE *JUGGERNAUT POWER!* WHICH IS HALF *MORE* THAN I *WANT!*

SPIDER-MAN? AND EACH O' US WITH *HALF* THE JUGGERNAUT POWER?

BETWEEN THE TWO OF US, WE SHOULD BE MORE THAN A MATCH FOR HIM, EH, LAD?

YEAH, TOM! LET'S GET 'IM!

21

PERCHIN' UP THERE ON THAT BUILDING ISN'T GONNA SAVE YOU, SPIDER-MAN.

'CAUSE WHAT STANDS UP--CAN BE KNOCKED DOWN!

KER-ASH!

HOLY COW! SAKS MUST BE OPEN LATE TONIGHT! THERE'RE *SHOPPERS* IN THERE!

CLIK-WHRRR

CLIK-WHRRR

TOM! TOM! I CAN'T *SEE*! WHERE *ARE* YOU?

HEY, JUGGY! YOU LOOK DIVINE IN THAT SILKY NIGHTY. WHY DON'T YOU MODEL IT FOR US *OUT HERE*?

WHAT A MORON! WHAT A *BIRTHDAY*!

I HATE T'SEEM UNGRATEFUL, CAIN GAVE ME THIS STONE--AN'IT'S POWER--WI'THE BEST O' INTENTIONS!

--AN' FOR ALL HIS FAULTS, CAIN'S M'FRIEND! AN' I'LL NOT ALLOW THAT WEB-SWINGING BUFOON TO MAKE A LAUGHING STOCK O' HIM!

POSSESSIN' HALF THE JUGGERNAUT POWER'S NOT THE SAME AS HAVIN' THE WHOLE! THAT BUILDIN' SHOULD'VE FALLEN!

YOW! GOT SO INTO THE PHOTO SESSION, I IGNORED MY SPIDER-SENSE! YOU'D THINK ONE A THESE DAYS I'D LEARN!

CLIK WHRRR

WHOOPS--

SMASH!

--MY CAMERA!

CLIK

CLUNK!

THWIP!

WHO ARE YOU, ANYWAY? AREN'T YOU ON MY SIDE? WEREN'T YOU TRYING TO STOP HIM?

YOU CAN'T STOP THE JUGGERNAUT, BUCKO!

THWIP!

YA MIGHT AS WELL NOT EVEN TRY!

SEE? DOESN'T STICK!

WAIT A MINUTE! THAT HAPPENED THE LAST TIME I FOUGHT JUGGERNAUT! HE HAS A FORCE FIELD OR...

BRIGHT LAD!

I'M JUGGERNAUT, TOO!

HOW'D YE LIKE ANOTHER DEMONSTRATION?

BETTER GET MY CAMERA OUT OF THE WAY BEFORE THAT BIG LUMMOX STOMPS ON IT!

SWELL! YOU MAY BE NEW...

THWIP!

...BUT YOU DON'T SEEM ALL THAT IMPROVED!

MAYBE, LAD! BUT AS THEY SAY, TWO HEADS'RE BETTER THAN ONE! EH, CAIN?

GOSH, TOM, DOES THIS MEAN YOU'RE NOT MAD AT ME ANYMORE?

BECAUSE O' YOUR GIFT? NOW WHY WOULD I BE MAD ABOUT THAT?

BUT YOU *HATE* IT! YOUR CLOTHES DON'T FIT ANY MORE! AND THE GIRLS LIKED YOU THE WAY YOU WERE! I DIDN'T THINK OF THAT!

DON'T LET IT WORRY YOU, LAD! IT WAS AN UNUSUAL GIFT! AND A CHANGE IS AS GOOD AS A REST, AS MY OLD NANNY USED TO SAY!

FIRST WE'LL GET RID OF THAT WEB-SLINGING DOLT! THEN, TOGETHER, WE'LL FIGURE OUT SOME-THING!

YEAH! HEY, TOM-- LOOK!

LOOK WHAT THE WEB-HEAD'S UP TO! HE'S ZAPPED HIS WEBBING TO THE BUILDINGS AND MADE A FENCE AROUND US! THAT *JERK*!

HE TRIED TO TRAP ME WITH THIS TRICK THE LAST TIME WE FOUGHT--

--AND IT DIDN'T WORK THAT TIME EITHER!

WATCH!

YEAH! WATCH!

THIS WEBBING'S PRETTY STRONG, TOM...

...BUT NOWHERE NEAR AS STRONG AS I AM!

I'M *JUGGERNAUT*, YOU STUPID INSECT! REMEMBER? NOTHING CAN HOLD ME!

GLYN

KEEP WALKING, JUGGY! RIGHT FOR THAT *MANHOLE COVER!*

IF THIS WEBBING DON'T PULL APART SOON-- THOSE RITZY FIFTH AVENUE BUILDING'S IT'S STUCK TO ARE GONNA!

KEEP WATCHING TOM! THOSE BUILDINGS OUGHTA CRUMBLE ANY SECOND!

YOU'RE ON REDUCED POWER, LAD! *PULL HARDER* AN' YE'LL SNAP IT LOOSE FOR SURE!

THWIP!

THAP!

DON'T BET ON IT, BUNKY!

SOMETHING'S GOTTA GIVE! AND I'M BETTING IT'LL BE THAT MANHOLE COVER YOU'RE STANDING ON!

AND WHEN IT GOES...

YANK!

AND LIKE A PELLET IN A RELEASED SLINGSHOT, JUGGERNAUT IS CATAPULTED BACK THE WAY HE CAME...

YYYOOOWWWW!

CAIN LAD! *WATCH OUT!*

THE IRRESISTABLE FORCE MEETS THE IMMOVABLE OBJECT--

--COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

KER-WHAM!

IRRESISTABLE FORCE? NO KIDDING!

CRASH!

THEY JUST SLAMMED INTO THAT BUILDING! AND THE WHOLE THING'S COLLAPSING!

I'D BETTER HAUL IT... BEING CRUSHED TO DEATH WOULD RUIN MY DAY!

SKRASH!

COULDA MADE A BETTER CHOICE OF DIRECTION, THOUGH!

DIDN'T EXPECT TO MEET ME UNDER THERE, DID YOU, SPIDER-CREEP!

I FELT THAT BUILDING FALL ON ME! AND I HATED THAT! BUT NOT NEAR AS MUCH AS YOU'RE GONNA HATE FEELING THIS!

POUND! POUND! POUND!

SPIDER-SENSE REACTING VIOLENTLY -- BLACK TOM BEHIND ME -- ?!

ZZZAAAAAPPP!

I'VE FOUND MY SHILLELAGH AMID THE RUBBLE, SPIDER-MAN! WHAT D'YE THINK OF THAT?

YE DON'T LOOK SO GOOD NOW, SPIDER-MAN! NOT SO GOOD AT ALL!

AND I THOUGHT WE HAD ALL THE TIME IN THE WORLD TO GET HERE!

WHO--?!

THE X-MEN!

YES! AND I SEE YOU HAVE BEEN WELL-OCCUPIED, SPIDER-MAN?

THAT'S JUGGERNAUT AND BLACK TOM? JUGGY LOOKS SMALLER THAN HIS PHOTOS AN' TOM LOOKS A WHOLE LOT BIGGER!

LOOK! TOM HAS THE RUBY OF CYTTORAK IN HIS BELT! AS WE FEARED, THE JUGGERNAUT POWER IS HIS!

WE MUST STOP THEM BEFORE THEY CAN DO MORE DAMAGE!

CAN I FORGET THOSE DEEDS TOM DID... OR WILL THAT DO IN MY FUTURE? CAN I USE MY MENTAL POWERS TO STRIKE HIM AS HE STANDS?

THE X-MEN? SWELL! THEY'RE JUST WHAT I NEED! FOR ALL I KNOW, THOSE UNPREDICTABLE EGO-MANIACS'LL SIDE WITH THE VILLAINS! *

* SPIDEY REMEMBERS A RECENT MISUNDERSTANDING OURING THE SECRET WARS! DO YOU? -- DANNY.

AH! THE X-MEN! FANCY MEETIN' YOU AGAIN! AND YE HAVE SOME NEW MEMBERS!

CHARMED... I'M SURE!

BIO ENERGY COURSES THROUGH BLACK TOM'S BODY, FOCUSED BY HIS MUTANT METABOLISM THROUGH HIS SHILLELAGH...

...INTO A MURDEROUS BEAM OF SOLID LIGHT!

BAMF!

RACHEL! ROGUE! GET BACK! HIS FORCE BOLTS CAN HURT YOU, BUT THEY DO NOT AFFECT ME, AS BLACK TOM LEARNED WHEN LAST WE MET! *

*SPIDER-WOMAN #38--DANNY.

KRAK

HARD TO KEEP YOUR HEAD IS IT NOT, COMRADE TOM, WHEN YOU'VE LOST YOUR FEET?

YE MAY BE ABLE TO RIP UP THE STREETS, COLOSSUS!

BUT WOULD YE BELIEVE--I NOW HAVE THE STRENGTH TO TOPPLE MOUNTAINS?

TOM! STOP! YOU DO NOT KNOW WHAT YOU ARE DOING!

AH, BUCKO! ABOUT THAT... YE'RE WRONG! DEAD WRONG!

NO! RUN! THE BUILDING'S FALLING!

BAMF!

BLAST! WHY CAN'T I GET IT THROUGH MY HEAD? THIS *ISN'T* MY PAST!

HERE BLACK TOM AND JUGGERNAUT ARE DEADLY MENACES... HERE THEY *SHOULD* BE STOPPED!

BEFORE ANYONE IS INJURED, I'D BETTER HALT THIS DEADLY HAIL OF *STONES!*

AND *I* SHALL SNATCH SPIDER-MAN FROM HARM'S WAY BEFORE HE COMES TO FURTHER INJURY!

FURTHER *INJURY*, HUNH? I'LL GIVE YOU *FURTHER INJURY!*

WHILE...

AH, NIGHTCRAWLER!

BAMF!

ZZZAAAAAPPP!

HOW GOOD O' YE TO POP BY!

NOW YOU SEE ME...

...NOW YOU DON'T!

TELL ME, BLACK TOM... HOW CAN YOU HOPE TO FIGHT...

...SOMEONE YOU CANNOT EVEN *FIND*?!

BAMF!

BAMF!

BAMF!

BAMF!

SKRASH!

SAVE SPIDER-MAN IF YOU CAN, COLOSSUS...

...FROM THIS!

BAMF!

BAMF!

BAMF!

TIRING OF YOUR DANCE, LITTLE MAN...?

CAN'T... KEEP THIS UP...

NEITHER COULD I HAVE... BUCKO...!

...MUCH LONGER... UNH...

NIGHTCRAWLER! NO! BLACK TOM'LL KILL HIM!

AN' MUCH AS AH HATE IT, AH CAN THINK OF ONLY ONE THING TO STOP HIM!

BUT WHAT IF AH TOUCH HIM TOO LONG... AN' THE MEMORIES AN' POWERS AH ABSORB WON'T LEAVE?

IT HAPPENED BEFORE--AN AH'LL DIE BEFORE AH LET IT HAPPEN AGAIN!

BUT NIGHTCRAWLER'S MAH TEAM-MATE! AH'M AN' X-MAN NOW! AH GOTTA CHANCE IT!

AT THE TOUCH OF ROGUE'S BARE HAND TOM STIFFENS...

...THEN GOES LIMP, AS HIS CONSCIOUSNESS, MEMORIES, POWERS LEAVE HIM...

...AND ROGUE GROWS TALL... WIDE... GREAT WITH POWER!

ROGUE IS NATURALLY STRONG... BUT NOW SHE IS STRONGER... STRONGER THAN SHE HAD IMAGINED POSSIBLE!

HEY! TOM *FAINTED* AND HE GOT SMALL AGAIN!

YOU *HURT* HIM! BUT THAT'S *IMPOSSIBLE!* HE TOUCHED THE *RUBY!* AND THAT MAKES HIM *INVULNERABLE!*

LIKE ME!

BLACK TOM TOUCHED THE *RUBY*, SUGAH, BUT *AH* TOUCHED *HIM!*

AN' NOW AH'VE GOT ALL HIS POWER! AN' UNTIL IT WEARS OFF, AH'M JUST AS INVULNERABLE AS *YOU* ARE!

ONLY... AH *HATE* IT! AH FEEL LIKE AH'M DROWNIN' IN A SEA OF TOM'S MEMORIES!

IT'S DONE! THE PEOPLE ARE OUT OF THE WAY! I CAN LOWER THE BRICKS AND STONES...

...AND TURN MY MIND ON JUGGERNAUT!

RACHEL, DO NOT WASTE YOUR ENERGY!

THE HELMET HE WEARS IS MADE OF SOME MAGIC METAL! IT SHIELDS HIM FROM EVEN PROFESSOR XAVIER'S PSIONIC-BLASTS!

WELL, IF IT'S THE HELMET THAT'S THE PROBLEM...

IT'S *BOLTED ON!* BUT AH'M *STRONG* ENOUGH...

...*WAS*... STRONG ENOUGH! C-COLOSSUS! THE JUGGERNAUT POWER! IT'S WEARIN' OFF!

OH...SO GOOD TO BE MYSELF...AGAIN... ONLY...AH...AH CAN'T BREATHE...

ROGUE'S RETURNED TO NORMAL! SHE'S PRETTY INVULNERABLE, BUT JUGGERNAUT'S *IRRESISTABLE!* HE'LL *CRUSH* HER!

NOT IF WE CAN STOP HIM! THE *JUGGERNAUT POWER*... HAS IT RETURNED TO *BLACK TOM?*

I DON'T THINK SO, COLOSSUS! HE'S HERE... AND HE LOOKS PRETTY NORMAL TO ME!

IT DID NOT RETURN TO *JUGGERNAUT* EITHER...

...SINCE HE REMAINS AS HE WAS... WHICH IS MORE THAN STRONG ENOUGH!

I WONDER-- WHERE CAN THE POWER HAVE *GONE?*

COLOSSUS-- THE HELMET WON'T COME OFF!

YOU BET IT WON'T COME OFF! ENOUGH OF YOU HERO-TYPES TRIED TO RIP IT OFF BEFORE! SO I *BOLTED* IT ON!

AND I'M NOT DROPPING THE GIRL EITHER! SHE HURT TOM! I'M GONNA MAKE HER PAY!

WE WILL SEE ABOUT THAT!

RIIIIPP!

RACHEL! TAKE HIM! NOW!

GO AHEAD! TRY-- FOR ALL THE GOOD IT WILL DO YOU!

WHAP!

SEE?

THIS THING ON MY HEAD'S A *SECOND* HELMET! I MADE IT FROM THE SCRAPS WHEN I TRIMMED DOWN MY BIG ONE!

IT WAS TOM'S IDEA! HE SAID IT WAS *INSURANCE* THAT *NOTHING* AND *NOBODY* CAN GET THROUGH TO ME!

AND THEY CAN'T!

YEAH! AND NOW THE GIRL'S GONNA *DIE*!

NO!

HE'S RIGHT, COLOSSUS! MY PSI-BOLTS ARE HAVING NO EFFECT!

NOOOO! IT'S HAPPENING AGAIN!

LOOK! ROGUE'S GROWN! AND JUGGERNAUT'S *SHRINKING* TO THE SIZE OF AN ORDINARY PERSON NOW!

ROGUE FEELS IT... IN HER MIND AND HEART AND **SOUL**! THE INTOLERABLE **FURY**... THE BLINDING **RAGE** OF YOUNG CAIN MARKO, SON OF A FAMOUS SCIENTIST...

...BANISHED TO A PREP SCHOOL FOR GIFTED YOUNG INTELLECTUALS WHERE HE CANNOT POSSIBLY KEEP UP WITH THE DIFFICULT LESSONS...

...BULLIED BY THE OLDER, LARGER BOYS... RIDICULED BY THE TEACHERS... AND BEATEN BY HIS MORTIFIED FATHER, WHO'S COME TO DESPISE HIM FOR HIS FAILURES!

BUT HE LEARNS ONE LESSON WELL... THE **STRONG** ALWAYS PREY ON THE **WEAK**! AND HE DECIDES--HE WILL BE ONE OF THE STRONG!

THE HORROR... THE SHAME THAT IS IN HIS SOUL... THEY ARE HIS SECRET... UNTIL HIS LITTLE TWERP OF A STEP-BROTHER, CHARLES XAVIER, LOOKS INTO HIS MIND AND KNOWS IT ALL!

AND CAIN HATES HIM--FOR HIS INTELLECT... HIS **ABILITIES**! HE HATES THEM **ALL**!

AND THEN THE RUBY OF CYTTORAK GIVES HIM THE POWER TO STRIKE BACK...

NOOOOO! SPIDER-MAN! YOU X-MEN! YOU'VE SPOILED IT!

AND NOW YOU'RE GONNA PAY!

CRASH!

ROGUE!

SHE'S **CONFUSED**! LIKE SHE ISN'T SURE WHO SHE IS ANYMORE!

WHEN SOMEONE FIGHTS ROGUE'S ABSORPTION AS DESPERATELY AS JUGGERNAUT MUST BE FIGHTING IT, IT IS HARD FOR HER TO MAINTAIN CONTROL... TO REMEMBER WHO SHE IS!

NIGHTCRAWLER, LOOK! THE JUGGERNAUT POWER'S WEARING OFF!

GOOD! ROGUE, LIEBCHEN... ARE YOU ALL RIGHT NOW?

NIGHTCRAWLER...GET BACK! DON'T TOUCH ME...AH COULDN'T *STAND* IT! DON'T *ANYBODY* TOUCH ME!

THE JUGGERNAUT POWER... IT'S LEFT ME! IT'S *RETURNED* TO THE... THE...

THE *JEWEL*!

YES, THE *JEWEL*, YOU COSTUMED IDIOTS!

AND NOW IT'S MINE!

I GOT THE *JEWEL* BACK! AND THE *POWER*, AND *THIS TIME* I'M GONNA *KEEP* IT!

FOREVER!

SO I'M PUTTIN' IT IN *ORBIT*...

WHERE *NOBODY* CAN FIND IT EVER AGAIN!

YA KNOW... I THINK WE'RE IN *TROUBLE*...

CRASH!

WHAT WAS THAT?

LOOKS LIKE JUGGERNAUT SMASHED A HOLE INTO THE SEWERS!

AND HE AND BLACK TOM ARE *GONE!*

ANYBODY GAME TO *FOLLOW?*

AND DESTROY NEW YORK'S SEWER SYSTEM? I THINK, *TOVARICH,* THAT THE THREAT OF JUGGERNAUT IS OVER, AT LEAST FOR AWHILE! PERHAPS WE SHOULD LEAVE WELL ENOUGH ALONE!

WHILE IN THE SEWERS...

YE CAN PUT ME DOWN NOW, CAIN! I'M AWAKE NOW!

TOM! YOU'RE OKAY! LISTEN, TOM, I'M SORRY I SPOILED YOUR PARTY!

FORGET IT, BUCKO! NOW THAT IT'S ALL OVER, IT WAS THE BEST PRESENT I EVER HAD! WHAT A *FIGHT!!!*

MAYBE WE DIDN'T *BEAT* THOSE CLOWNS, BUT WE GOT SOME GOOD LICKS IN -- *JUGGERNAUT* STYLE!

YOU MAY NOT BELIEVE IT, CAIN BUT I ALWAYS ENVIED YOUR POWER, JUST A LITTLE!

BUT NOW THAT I KNOW WHAT HAVING THE JUGGERNAUT POWER IS LIKE, I THINK I UNDERSTAND YOU A LITTLE BETTER!

AND THAT MY FRIEND, IS THE BEST PRESENT YOU COULD'VE GIVEN ME!

REALLY, TOM?

REALLY! BUT PERHAPS WE'D BEST BE GETTIN' BACK TO THE YACHT! WE MAY BE A WEE BIT UNWELCOME IN NEW YORK FOR A WHILE!

CAIN, LAD! DID YOU SEE THE LOOK ON COLOSSUS' FACE, WHEN I RIPPED THE STREET OUT FROM UNDER HIM...? HA! WHAT A...

WHILE ON THE STREETS ABOVE...

YOU FOUGHT BOTH OF THEM, SPIDER-MAN! ONE MAN AGAINST TWO JUGGERNAUTS! I AM SURPRISED YOU SURVIVED!

I MIGHT NOT HAVE, COLOSSUS, IF YOU HADN'T PULLED ME AWAY FROM JUGGERNAUT!

MAYBE I HAD YOU GUYS PEGGED WRONG!

WWEEEEEOOOOO...

WWWEEEEEOOOOO...

HEY! IS THAT THE COPS?

WE HAVE GOTTEN ON THE WRONG SIDE OF FEDERAL OFFICIALS, SPIDER-MAN!

AN' AH THINK WE BETTER GIT, WHILE THE GITTIN'S GOOD!

BAMF

GOOD-BYE, MY FRIEND! I HOPE WE MEET AGAIN!

AND I HOPE THOSE PICS I SHOT COME OUT AS GOOD AS I THINK THEY HAVE! I CAN'T WAIT TO GET BACK TO THE BUGLE AND DEVELOP THEM!

ASSOCIATING WITH OUTLAWS WON'T ENHANCE OLE SPIDEY'S REPUTATION...

... BUT THE BUCKS FROM THEM WILL MAKE THE POUNDING I TOOK WORTHWHILE!

I CAN ALREADY SEE AUNT MAY IN THAT *HAT!*

AND LATER, FROM WITHIN THE DARKROOM OF A CERTAIN WELL-KNOWN NEWSPAPER...

RUINED! EVERY SHOT *RUINED!*

DOUBLE EXPOSED! OVER EXPOSED! OUT OF FOCUS! YOU NAME IT!

THE ONLY DECENT SHOTS ARE THE ONES OF MRS. MUGGIN'S NIECE, CANDI AND HER FRIENDS! CUTE KIDS! REAL CUTE! RATS!

THE ONLY SHOTS THAT DIDN'T MATTER!

GRANT

HOW? WHY?!? WHY ME?!? I ACTUALLY TOOK SOME OF THESE SHOTS! WHAT'S WRONG WITH MY STUPID CAMERA!

OH NO! AARGH! THE AUTO-SHOT MECHANISM'S ALL GUNKED UP WITH WEB FLUID!

I MUST HAVE DONE IT WHEN I DROPPED THE CAMERA AND USED MY WEBBING TO YANK IT BACK!

RATS! DOUBLE RATS! SO MUCH FOR AUNT MAY'S HAT!

SURE, WE'RE DOING PAGE FOUR ON THE HEAT! BUT YOU DON'T DO THAT WITHOUT PHOTOS!

HOW CAN OUR BATHING BEAUTY NEGATIVES BE DAMAGED?!?

BINGO!

ROBBIE...? I'VE GOT SOME BAD NEWS! MY CAMERA WAS DAMAGED IN THE JUGGERNAUT FIGHT AND I GOT NOTHING BUT NOTHING!

BUT...UH...WOULD THESE SOLVE YOUR OTHER PROBLEM?

PETE! THESE ARE GREAT! JUST WHAT WE WERE LOOKING FOR!

CAN WE GET A RELEASE?

I CAN HAVE A SIGNED ONE BACK IN HALF AN HOUR!

VOUCHER THIS ONE! VOUCHER THEM ALL!

ALL...?

YOU BET, PETE! THESE ARE GREAT!

WHEN I TOLD YOU TO TAKE PHOTOS OF OTHER SUBJECTS, THIS ISN'T QUITE WHAT I HAD IN MIND, BUT IT LOOKS LIKE YOU'RE A LOT MORE VERSATILE THAN I THOUGHT!

WHO KNOWS PETE! THIS MIGHT BE THE BEGINNING OF A WHOLE NEW CAREER!

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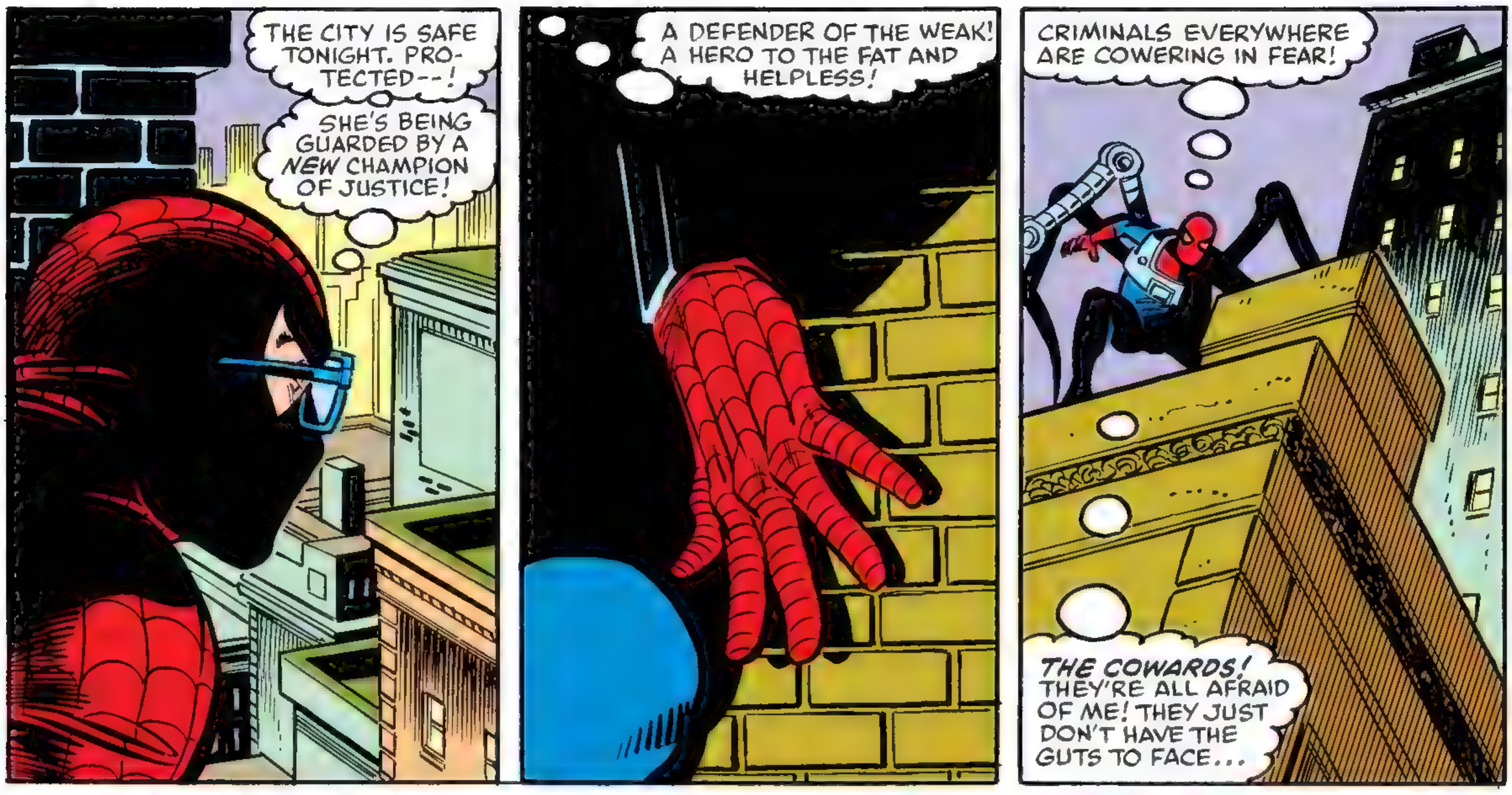
APPROVED BY THE COMICS CODE AUTHORITY

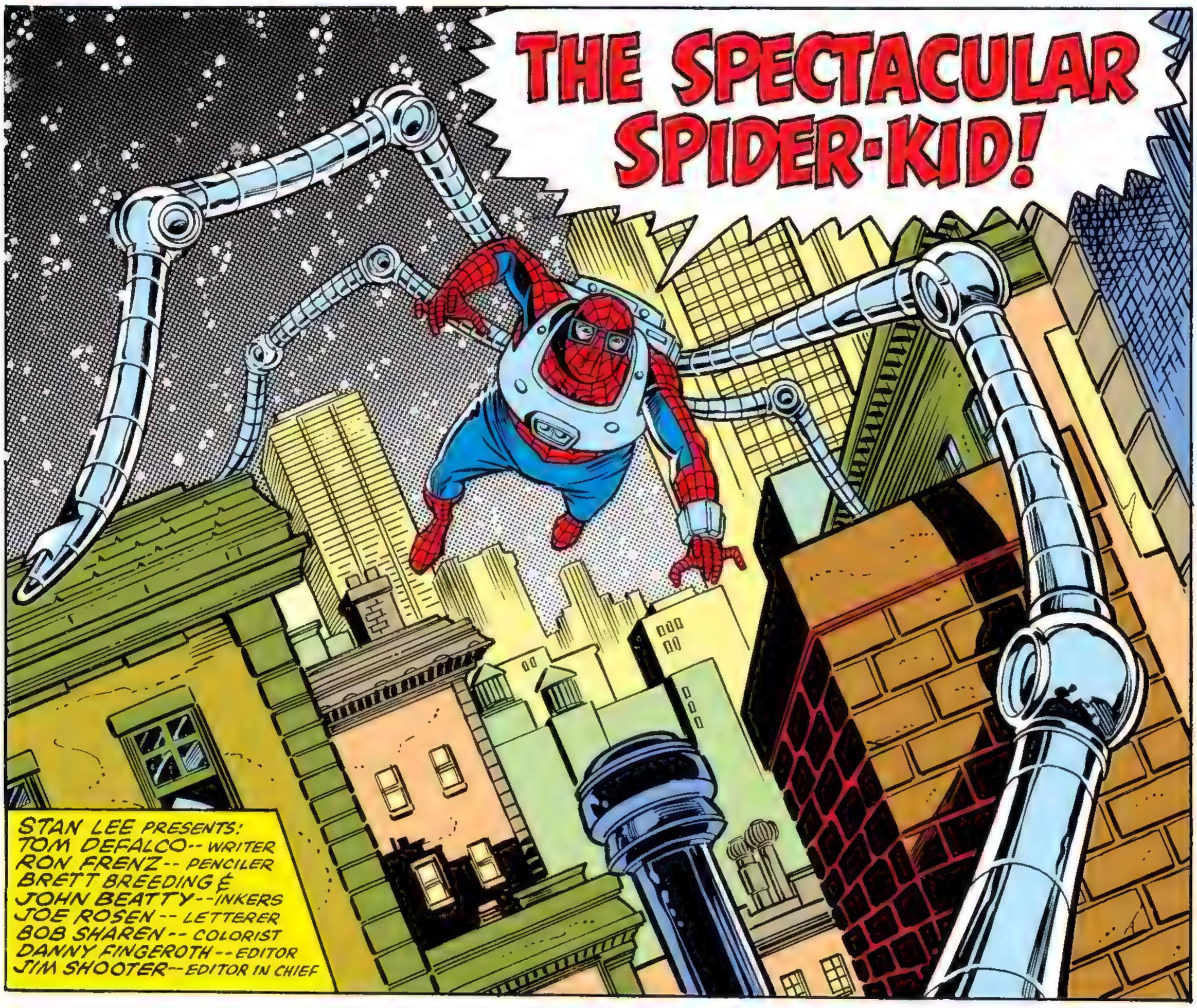
the AMAZING SPIDER-MAN®

HEADS UP, SPIDEY!

THERE'S A NEW
WEB-HEAD
IN TOWN!

F/R


THE CITY IS SAFE TONIGHT. PRO-TECTED--!
SHE'S BEING GUARDED BY A NEW CHAMPION OF JUSTICE!
A DEFENDER OF THE WEAK! A HERO TO THE FAT AND HELPLESS!
CRIMINALS EVERYWHERE ARE COWERING IN FEAR!
THE COWARDS! THEY'RE ALL AFRAID OF ME! THEY JUST DON'T HAVE THE GUTS TO FACE...


THE SPECTACULAR SPIDER-KID!
STAN LEE PRESENTS:
TOM DEFALCO -- WRITER
RON FRENZ -- PENCILER
BRETT BREEDING &
JOHN BEATTY -- INKERS
JOE ROSEN -- LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR IN CHIEF

I CAN'T WAIT UNTIL I RUN INTO *SPIDER-MAN* HIMSELF! I'M SURE I CAN CONVINCE HIM TO LET ME BE HIS PARTNER!

I JUST HOPE HE REMEMBERS ME...

"THE LAST TIME WE MET I WAS JUST PLAIN, OLD *OLLIE OSNICK*--A DUMB KID WHO RAN A *SUPER VILLAIN* FAN CLUB!*

"MY IDOL WAS *DOCTOR OCTOPUS*. I USED TO SPEND ALL MY FREE TIME READING ABOUT HIM. I EVEN DESIGNED A SET OF TENTACLES THAT REALLY WORKED!

*SEE SPECTACULAR SPIDER-MAN*72--DANNY.

" I WANTED TO BE A CRIMINAL GENIUS JUST LIKE DOC OCK, SO I BEGAN MY OWN ONE-MAN CRIME WAVE! I BROKE INTO A VARIETY STORE AND RIPPED OFF SOME COMIC BOOKS. THEN, I HEADED FOR THE LARGEST *TOY STORE* IN TOWN...

"THAT'S WHERE SPIDER-MAN FOUND ME! IN THE DARKENED STORE HE THOUGHT I WAS THE *REAL* DOCTOR OCTOPUS. HE CHASED ME AROUND UNTIL WE BOTH ENDED UP IN THE STORE'S GIANT SWIMMING POOL DISPLAY.

"LUCKILY, HE SAVED ME BEFORE I COULD DROWN!"

FACE IT, KID! AS A SUPER VILLAIN, YOU'RE A *BUST!*

"HE WAS RIGHT, OF COURSE! I WAS ALWAYS DESTINED TO BE A SUPER *HERO!*"

'I TRIED TO SYNTHESIZE MY OWN WEB-FLUID, BUT WHEN THAT DIDN'T WORK, I SETTLED FOR MODIFYING MY OCTOPUS TENTACLES INTO SPIDERLIKE ARMS...'

EEEEEEE

UH-OH! SOUNDS LIKE SOMEONE'S IN *TROUBLE!*

2

YOU'VE GOT A REAL PRETTY VOICE, LADY--BUT YOU SHOULDN'T WASTE IT LIKE THAT! SCREAMING AIN'T GONNA DO YOU A BIT OF GOOD!

YOU'RE ON *BLAZING SKULL* TURF--AND *NOBODY* MESSES WITH US!

LET'S HAVE IT, POPS--YOUR WALLET AND THE LADY'S PURSE!

BETTER GIVE HIM WHAT HE WANTS, OLD TIMER! THIS DUDE'S A MEAN ONE! HE COULD HURT YOU... *BAD!*

STOP THIS CRIME! DESIST AT ONCE--

--OR FACE MY TERRIBLE WRATH!

WHUH--?!

WHO *IS* THIS JERK?

I'M WARNING YOU--! LEAVE THOSE PEOPLE ALONE, OR I'LL BE FORCED TO ...*WHOOPS!*

KLUNK!

DARN! I TRIPPED MYSELF!

FWAM!

UNNN!

HEY, MATT! OUR PIGEONS HAVE SPLIT!

YOU STUPID CREEP!

I DON'T KNOW WHY YOU'RE WEARING THAT DOPEY SUIT--BUT YOU WRECKED OUR ACTION, AND ALMOST WRECKED *US*, TOO! I OUGHTA RIP YOUR LUNGS OUT!

UH-OH!

THINGS AREN'T WORKING OUT LIKE I'D PLANNED! I WONDER HOW SPIDER-MAN WOULD HANDLE THIS SITUATION?!

WEE-ROWW

FORGET THAT CLOWN!

THAT'S A COP SIREN-- AND IT'S HEADED THIS WAY!

BW

AK

THIS MUST BE YOUR *LUCKY* NIGHT, FATSO! I DON'T HAVE *TIME* TO WASTE YOU!

BUT, YOU'D JUST BETTER KEEP OFF SKULL TURF IF YOU WANT TO *STAY* LUCKY ...AND BREATHING!

HURRY, MATT!

I'M RIGHT BEHIND YOU, EDDIE!

HEY! WHAT'S GOING ON HERE?

WHO ARE YOU? AND, WHY ARE YOU DRESSED LIKE THAT?!

OH, *NO!* THE POLICE!

HOLD IT! WE WANT TO TALK TO YOU!

MY HERO, SPIDER-MAN, NEVER STICKS AROUND TO ANSWER QUESTIONS. WHY SHOULD I?

BESIDES, MY PARENTS WOULD FLIP OUT IF I WERE *ARRESTED!*

WHO ...WAS THAT MASKED MAN?

DON'T ASK ME! I'M LOUSY AT GUESSING GAMES ...ESPECIALLY TRIVIAL PURSUIT!

NOT BAD FOR MY FIRST NIGHT OUT! I MANAGED TO FOIL A MUGGING AND EVADE THE POLICE!

SPIDER-MAN WOULD BE SO PROUD OF ME!

4

MEANWHILE, NOT FAR AWAY, **SPIDER-MAN** AND THE **BLACK CAT** RACE THROUGH THE NIGHT--

--AFTER A RATHER UNSUCCESSFUL ASSAULT ON THE HEADQUARTERS OF THE **KINGPIN** OF CRIME ! *

CHEER UP, LOVER! THE NIGHT WASN'T A TOTAL WASTE!

* SEE **SPECTACULAR SPIDER-MAN #99** FOR DETAILS -- DANNY.

AT LEAST YOU GET TO SEE MY NEW **BAD LUCK** POWERS IN ACTION !

THEY'RE PRETTY WILD, HUH?

ARE YOU FOR REAL, CAT?

THE KINGPIN SECRETLY GAVE YOU THOSE POWERS! **WHY?** WHAT'S HIS ANGLE?

WHO CARES... AS LONG AS I GET TO KEEP THEM?!

FORGET THE KINGPIN! LET'S GO BACK TO MY PLACE AND SNUGGLE FOR AN HOUR OR TEN !

I'M WORRIED, CAT! YOU DON'T EVEN KNOW IF YOU CAN CONTROL THESE POWERS!

OF COURSE, I CAN ! I ALREADY TOLD YOU THAT!

YOU'VE TOLD ME A **LOT** OF THINGS...

WHAT'S **THAT** CRACK SUPPOSED TO MEAN?

YOU KEPT THESE POWERS A SECRET FOR WEEKS! WHAT ELSE ARE YOU KEEPING FROM ME?

I DON'T HAVE TO TAKE THIS FROM YOU!

IF YOU WANT TO SIT IN JUDGMENT, FIND ANOTHER PATSY!

CAT, **WAIT!** I DIDN'T MEAN...

AW, NUTS!

5

SOON...

I REALLY CAN'T BLAME THE CAT FOR SPLITTING ON ME!

I SHOULDN'T HAVE SHOT OFF MY MOUTH LIKE THAT!

I'VE JUST BEEN SO EDGY EVER SINCE MY LAST BATTLE WITH THE HOB-GOBLIN!

"HE HAD KIDNAPPED MARY JANE WATSON AND LIZ OSBORN, THE VERY PREGNANT WIFE OF MY BEST FRIEND HARRY!

"I MANAGED TO TRACK HOB-GOBLIN DOWN, AND WAS ON THE VERGE OF DECISIVELY BEATING HIM FOR THE FIRST TIME--

"--WHEN I LEARNED THAT MY FRIENDS WERE IN DANGER!

"TO MAKE MATTERS WORSE, LIZ HAD APPARENTLY GONE INTO LABOR AND WAS ABOUT TO GIVE BIRTH!

"I BARELY GOT THEM TO SAFETY IN TIME!

"AN AMBULANCE ON THE SCENE QUICKLY RUSHED LIZ TO THE EMERGENCY ROOM OF COLUMBIA PRESBYTERIAN HOSPITAL--

--WHERE THE DOCTORS LEARNED THAT SHE WASN'T ABOUT TO GIVE BIRTH, AFTER ALL!

SHE WAS EXPERIENCING A FALSE LABOR WHICH HAD BEEN INDUCED BY THE TRAUMA OF HER CAPTIVITY!

I WANTED TO STOP BY THE HOSPITAL TO SEE HOW LIZ WAS DOING TONIGHT--

--BUT IT'S MUCH TOO LATE FOR THAT NOW! I'LL VISIT HER FIRST THING IN THE MORNING!

6

MOMENTS LATER...

≡WHEW≡ IT'S GOOD TO BE HOME!

I CAN'T WAIT TO SINK INTO MY SHEETS!

WHOA! CHECK THE AROMA!

I DON'T KNOW WHAT SMELLS WORSE--ME OR THIS COSTUME!

I GUESS WE COULD BOTH USE A GOOD SOAKING DOWN.

BUT FIRST, A QUICK SNACK...

MMM! THAT'S BETTER! I THINK IT'S THE FIRST THING I'VE EATEN ALL DAY!

I'VE REALLY GOT TO START IMPROVING MY DIET! ALL THIS JUNK FOOD CAN'T BE DOING MY BODY ANY GOOD!

EVERY DAY IN EVERY WAY I AM GETTING BETTER AND BETTER
BURMA SHAVE

AUNT MAY WOULD HAVE A CANARY IF SHE EVER SAW THE WAY I ATE!

I HAVEN'T SPOKEN TO AUNT MAY IN WEEKS! NOT SINCE THE DAY WE ARGUED ABOUT ME DROPPING OUT OF GRADUATE SCHOOL! *

I'VE BEEN MEANING TO CALL HER--TO PATCH THINGS UP BETWEEN US--BUT SOMETHING ALWAYS SEEMS TO GET IN THE WAY!

MAYBE I JUST DON'T HAVE THE GUTS TO FACE HER!

* IN AMAZING #252 -- DANNY.

SHORTLY...

THERE! I'LL LET MY COSTUME SOAK IN THIS OVERNIGHT!

IT NEEDS THIS BAD! I WAS STARTING TO GET A RING AROUND MY WEB-LINES!

I JUST HOPE I REMEMBER TO HANG IT OUT TO DRY WHEN I WAKE UP TOMORROW!

≡YAWN≡ MY SHOWER WILL HAVE TO WAIT TILL MORNING!

I'M HEADED TO BED SHEET CITY!

7

EARLY THE NEXT MORNING...

OL-LLY!

OLLIEKINS! MOMMY'S CALLING YOU!

TIME TO GET UP, MY LITTLE LAMB! MUSTN'T BE LATE FOR SCHOOL!

≥YAWN≤ I'M COMING, MOTHER!

≥GROAN≤ I WONDER IF OTHER SUPER HEROES FEEL THIS BAD IN THE MORNING?

I DIDN'T SLEEP A WINK LAST NIGHT ≥YAWN≤ AND MY BODY'S ALL STIFF AND SORE!

SOMETIME LATER...

HEY, GUYS! LOOK WHO JUST WADDLED INTO THE SCHOOL YARD!

LET'S HAVE SOME FUN WITH HIM, BRAD!

DID YOU HEAR THE NEWS, OLLIE?

THE STUDENT COUNCIL VOTED YOU *B.W.O.C.*-- BIGGEST WASTE ON CAMPUS!

CONGRATULATIONS, OSNICK! YOU'RE ALSO A SHOO-IN FOR *"WIMP OF THE YEAR"*!

THAT'S *QUITE* ENOUGH, BRAD ROSSI!

WHY DON'T YOU AND YOUR BUDDIES GROW UP?

ER... HI, JANE! HOW'S MY GIRL?

YOUR GIRL?! WAKE UP, ROSSI! THIS ISN'T *FANTASY ISLAND!*

GOSH, JANE! WHAT ARE YOU MAD AT ME FOR?

YOU KNOW HOW I FEEL ABOUT BULLIES! BESIDES, I THINK YOU'RE JEALOUS OF OLLIE!

HE JUST HAPPENS TO BE THE SMARTEST KID IN OUR CLASS--AND YOU'RE THE DUMBEST!

B-BUT, JANE...

END IT, BRAD! WE'RE SUPPOSED TO BE IN HOME ROOM NOW-- AND I DON'T WANT TO BE MARKED LATE!

GOSH! JANE LANE--THE PRETTIEST GIRL IN SCHOOL-- WAS ACTUALLY STANDING UP FOR ME!

I WONDER WHAT SHE'D SAY IF SHE KNEW THAT I WAS SECRETLY *SPIDER-KID?*

8

MEANWHILE, AT **COLUMBIA PRESBYTERIAN HOSPITAL...**

COULD YOU PLEASE TELL ME HOW MRS. OSBORN IS DOING TODAY?

I'M SORRY, BUT I'M NOT PERMITTED TO RELEASE THAT KIND OF INFORMATION. YOU'LL HAVE TO SPEAK TO HER DOCTOR.

SHALL I TRY TO PAGE HIM FOR YOU?

THAT WON'T BE NECESSARY.

I SEE HER HUSBAND NOW.

HOW ARE YOU HOLDING UP, HARRY?

ANY WORD ON LIZ AND THE BABY?

N-NOT YET, PETER. THE DOCTOR'S IN WITH HER NOW.

THERE SEEM TO BE... COMPLICATIONS.

WHAT KIND OF COMPLICATIONS?

MR. OSBORN! MAY I SPEAK WITH YOU?

YOUR WIFE APPEARS TO HAVE FINALLY GONE INTO LABOR.

WILL LIZ ... AND THE BABY... BE ALL RIGHT?

WE'LL DO OUR BEST FOR THEM. AS YOU KNOW, MRS. OSBORN WAS SUFFERING FROM SEVERE TRAUMA WHEN SHE WAS FIRST ADMITTED.

IT'S STILL TOO EARLY TO JUDGE WHETHER THIS WILL ADVERSELY AFFECT THE BIRTHING PROCESS!

DARN DOCTORS! THEY ***NEVER*** GIVE YOU A STRAIGHT ANSWER!

COME ON, HARRY... MAYBE YOU'LL FEEL BETTER IF YOU SIT DOWN.

POOR GUY! HE'S REALLY ON THE EDGE!

9

YOU'VE GOT TO REMAIN CALM, HARRY! LIZ... AND THE BABY... ARE COUNTING ON YOU TO BE STRONG!

THAT'S REAL EASY TO SAY, PETE...

...BUT LIZ IS IN DANGER NOW BECAUSE I COULDN'T PROTECT HER FROM THE HOBGOBLIN! I *FAILED* HER!

YOU CAN'T UNDERSTAND HOW GUILTY... HOW RESPONSIBLE... I FEEL!

CAN'T I? GWEN STACY *DIED* BECAUSE I COULDN'T SAVE HER.

I'VE NEVER LOVED ANYONE... NOT EVEN THE BLACK CAT... THE WAY I LOVED GWEN.

I UNDERSTAND, PAL.

MORE THAN YOU KNOW.

BRINGGG

WHAT A DAY! I COULD BARELY KEEP MY EYES PROPPED OPEN.

I JUST HOPE I CAN FINISH ALL MY HOMEWORK, AND GRAB A QUICK NAP BEFORE IT'S TIME TO GO PATROL THE CITY AG... *WHOOPS*

BUMP

HEY--!

WHY DON'T YOU WATCH WHERE YOU'RE WALKING, FOUR-EYES?

I'M SORRY, BRAD. IT WAS AN ACCIDENT.

YEAH, I'LL BET! YOU FAT LITTLE CREEP, I STILL OWE YOU FOR THE WAY YOU EMBARRASSED ME IN FRONT OF JANE LANE THIS MORNING!

I OUGHTA BUST YOUR FACE!

I...I WOULDN'T DO THAT... IF I WERE YOU, BRAD!

A GUY COULD GET INTO BIG TROUBLE... BY MESSING WITH ME!

10

I'VE GOT FRIENDS! POWERFUL FRIENDS!

WHO WOULD BE FRIENDS WITH A FAT JERK LIKE YOU?

SPIDER-MAN! HE'S MY FRIEND!

HA!

DID YOU HEAR THAT, EVERYBODY? TUBBY AND THE WEB-HEAD ARE BOSOM BUDDIES!

≡UFF≡

HA HA HA HA HA

I'LL SHOW THEM!

SOMEDAY, THEY'LL BE SORRY...

...SORRY THEY LAUGHED AT ME!

HEY, OLLIE! NEXT TIME YOU SEE YOUR PAL, BE SURE TO PICK UP SOME SPARE WEBBING FOR ME!

THAT'S A REAL GOOD IDEA, BRAD ROSSI! MAYBE YOU COULD USE IT TO GLUE YOUR BIG MOUTH SHUT!

UH-OH!

DIDN'T I WARN YOU ABOUT PICKING ON OLLIE?

BONNIE

BUT, JANE, HE WAS MAKING UP ALL SORTS OF CRAZY STORIES!

THAT WAS STILL NO REASON TO HUMILIATE HIM IN FRONT OF THE ENTIRE SCHOOL!

I TOLD YOU THAT I WOULDN'T DATE A BULLY, AND I MEANT WHAT I SAID!

WE'RE THROUGH, BRAD ROSSI!

I'LL GET YOU FOR THIS, OSNICK!

SOMETIME LATER, AT COLUMBIA PRESBYTERIAN...

HMM! FROM THE BORED EXPRESSIONS ON YOUR FACES, I GATHER THAT THE BLESSED EVENT IS RUNNING LATE--

--AND IT REALLY WASN'T NECESSARY FOR ME TO COME HERE DIRECTLY FROM WORK!

'FRAID NOT, MARY JANE! LIZ IS STILL IN LABOR!

THAT GIRL ALWAYS DID LIKE TO DRAG THINGS OUT!

I'LL KEEP THE DADDY-TO-BE COMPANY, PETER, IF YOU'D LIKE TO STEP OUT FOR AWHILE!

HARRY--?

GO AHEAD, PETE! I'M FINE HERE.

MOMENTS LATER...

BIA PR

I'M REAL GLAD MARY JANE SHOWED UP! YOU CAN ONLY COUNT SO MANY WAITING ROOM FLOOR TILES BEFORE PERMANENT BRAIN DAMAGE SETS IN!

I CAN'T DO ANYMORE GOOD AROUND HERE, SO I MIGHT AS WELL--

"--HEAD FOR HOME!"

HORRIBLE! JUST THE THOUGHT THAT HARRY AND LIZ COULD LOSE THEIR BABY--!

I'VE JUST GOT TO FIND THE HOBGOBLIN! HE'S TO BLAME FOR ALL THEIR MISERY--

--AND IT'S MY RESPONSIBILITY TO STOP HIM BEFORE HE CAN HURT ANYONE ELSE!

I'LL JUST SWITCH INTO MY COSTUME, SWING AROUND THE CITY AND PRAY THAT MY SPIDER-SENSE CAN DRAW A BEAD ON HIM!

OH, NO!

MY COSTUME--!

12

YEECH! I WAS IN SUCH A HURRY TO GET TO THE HOSPITAL THIS MORNING, THAT I COMPLETELY FORGOT TO TAKE IT OUT OF THE SINK!

NOW WHAT? I CERTAINLY CAN'T WEAR THIS!

OF COURSE!

WHERE DID I PUT THAT STUPID THING?

AH...

THE COSTUME THE BLACK CAT SEWED FOR ME! *

I ALMOST CAN'T BELIEVE THAT I'M PUTTING THIS ON!

IT LOOKS JUST LIKE THE ALIEN *SYMBIOTE* WHICH I BROUGHT BACK FROM THE BEYONDER'S WORLD! *

TA-DA! NOT A BAD FIT! THE CAT REALLY OUTDID HERSELF!

WITH THE RIGHT MANAGEMENT AND A CATCHY THEME SONG, SHE COULD EASILY BECOME THE SERGIO VALENTE OF THE SUPER HERO SET!

EVEN THOUGH I BREAK OUT IN COLD SWEATS EVERYTIME I THINK ABOUT HOW THE SYMBIOTE TRIED TO PERMANENTLY GRAFT ITSELF TO MY BODY, I'VE STILL GOT TO ADMIT THAT I *LIKE* THIS LOOK! *YEAH!*

13

* IN *SPECTACULAR SPIDER-MAN* #99 -- DANNY.

* SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES FOR DETAILS -- DANNY.

SOMETIME LATER...

IT'S ALMOST EIGHT-THIRTY, SWEETUMS! AREN'T YOU IN BED YET? IT *IS* A SCHOOL NIGHT!

JUST A MINUTE, MOM! I'M PUTTING THE FINISHING TOUCHES ON A...ER...SCIENCE PROJECT!

HAVE TO HURRY! I DON'T WANT HER CLIMBING THE STAIRS TO CHECK UP ON ME!

SHE'D FREAK OUT IF SHE EVER CAUGHT ME IN THIS COSTUME!

ALMOST DONE! JUST A LITTLE MORE TAPE, AND...

THERE! I DID ≡OOH≡

BWAK!

KLICK!

MOMENTS LATER...

SO FAR SO GOOD! MY MOTHER THINKS I'M SAFELY IN BED!

KLICK!

I JUST HOPE MY PLAN WORKS!

NARY A TINGLE ON MY SPIDER-SENSE! WHERE COULD THE HOBGOBLIN BE HIDING? I MUST HAVE COVERED HALF THE CITY BY NOW!

HEY! WHAT'S THAT IN THE DISTANCE--?

I SEE IT... BUT I DON'T BELIEVE IT!

SOMEONE'S BEEN READING TOO MANY COMIC BOOKS!

14

LOOKING FOR AN HONEST MAN? YOU'RE IN THE WRONG TOWN!

YEOW!

SPIDER-MAN!

THAT SETTLES WHO I AM!

GOSH, WHY DID YOU SWITCH BACK TO *THAT* COSTUME? WE DON'T MATCH ANYMORE!

"MATCH"? WHY SHOULD WE ...

OLLIE! OLLIE OSNICK? IS THAT YOU UNDER THAT MASK? WHAT GAME ARE YOU PLAYING *THIS* TIME?

THIS IS *NO* GAME! I MODIFIED MY OLD OCTOPUS TENTACLES SO THAT I COULD BECOME YOUR NEW PARTNER... THE SPECTACULAR *SPIDER-KID!*

HOLD IT! *ENOUGH!* TIME OUT!

YOU'RE NOT PLEASED--?!

NOT IN THE SLIGHTEST!

IF YOU WANT TO BE A KID SIDE-KICK, TRY THE *POWER PACK!*

LOOK, OLLIE, I HAVE SOME PRETTY AMAZING POWERS... LIKE THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER--

--AND EVEN *THEY'RE* NOT ENOUGH AGAINST MOST OF THE BADDIES I GO UP AGAINST!

ALL YOU'VE GOT IS A SET OF METAL ARMS! YOU WOULDN'T STAND A CHANCE! BESIDES, I'M STRICTLY A ONE-MAN OPERATION!

YOU... DON'T WANT ME?!

15

I THOUGHT YOU WERE DIFFERENT! I THOUGHT YOU LIKED ME!

I WAS WRONG!

WELL, I DON'T NEED YOU! I DON'T NEED ANYONE!

NUTS!

OMIGOSH! THAT'S...OLLIE! I'D RECOGNIZE HIS SHAPE ANYWHERE!

I CAME OVER TO SEE HOW HE WAS FEELING! BUT WHY IS HE DRESSED LIKE THAT--AND WHERE IS HE GOING?

CHECK IT OUT, MAN! THERE'S THE FAT FREAK WHO HASSLED ME AND EDDIE LAST NIGHT!

GATHER THE REST OF THE SKULLS!

WE GOT A BUG TO SQUASH!

MEANWHILE...

UNNNNNN

UNNNNNN

STEADY, MRS. OSBORN! STEADY!

IT'S NO USE, NURSE!

I'M AFRAID WE'LL HAVE TO *TAKE* THE BABY FROM HER!

I UNDERSTAND, DOCTOR!

16

I'VE GOT TO FIND OLLIE AND MAKE HIM UNDERSTAND!

SNIFF SNIFF

HEY, *OLLIE!* WHAT'S GOING ON? WHAT ARE YOU DOING UP THERE?!

OH, NO! SOMEONE HAS DISCOVERED MY SECRET IDENTITY!

IT'S JANE LANE!

NOW I'LL NEVER BE ABLE TO SHOW MY FACE AT SCHOOL AGAIN!

C'MON DOWN! I WANT TO TALK!

WHY ARE YOU WEARING THAT SILLY OUTFIT?

IT'S KIND OF...ER... COMPLICATED TO EXPLAIN!

LET'S DUCK OFF THE MAIN STREET! WE'RE STARTING TO DRAW A CROWD!

THERE THEY ARE--!

THEY JUST CUT INTO THAT ALLEY!

SPLIT UP!

I WANT HALF OF YOU GUYS TO HEAD THEM OFF AT THE CORNER! THE REST COME WITH ME!

WE'RE GONNA HAVE A *GOOD* TIME!

17

HERE COME OUR PIGEONS NOW!

TAKE 'EM!

OLLIE! WHO ARE THESE GUYS?

I'M NOT SURE--

--BUT I'D GUESS THEY'RE MEMBERS OF THE *SPIDER-KID REVENGE SQUAD!*

THE *WHAT--?!*

÷*UFF*÷

NEVER MIND! IT'S MUCH TOO COMPLICATED TO EXPLAIN NOW! BESIDES, WE'VE GOTTA GET OUT OF HERE!

HEY! THOSE METAL LEGS REALLY WORK!

BIG DEAL! THOSE KIDS ARE STILL MOVING TOO SLOW TO ESCAPE US!

BTAM!

THEN, MAYBE WE SHOULD GIVE YOU GUYS A HANDICAP... *ME* FOR INSTANCE!

BACK UP, MAN! THIS FIGHT DOESN'T CONCERN YOU!

DOESN'T IT? YOU WERE CHASING A SPIDER-PERSON...

WELL, YOU GOT ONE! *SURPRISE!*

CAN'T WASTE ANY TIME WITH THESE CLOWNS!

I'VE GOT TO CATCH UP TO OLLIE AND HIS GIRL--

ZOP!

WHIT

WOK!

ZAK!

--BEFORE THE REST OF THE GANG CORNERS THEM!

D-DO YOU THINK WE LOST THEM, OLLIE?

M-MAYBE! I'M NOT SURE!

UH-OH!

SORRY, BOYS AND GIRLS, BUT THIS ROAD IS CLOSED!

THIS JUST AIN'T YOUR DAY, IS IT?

WE'RE TRAPPED!

GET BEHIND ME, JANE! I WON'T LET THEM HURT YOU!

I'LL DEFEND YOU TO MY DYING BREATH!

WHY DON'T YOU GIVE YOUR JAWS A REST, FATS?

YOU'RE GONNA NEED THEM SOON ENOUGH... FOR WHEN YOU START BEGGING FOR...

...MERCY!

19

WELL, WHAT ARE YOU WAITING FOR?

FORGET IT! I AIN'T THAT CRAZY!

HIT THE STREETS!

WE'RE ON YOUR HEELS, MAN!

UNNN WHAT IS THIS THING?

IT'S SOME KIND OF WEB-BING! ERKKK CAN'T PULL FREE OF IT!

OH, OLLIE! I STILL DON'T UNDERSTAND MOST OF WHAT HAPPENED TONIGHT... BUT YOU WERE WONDERFUL!

"WONDERFUL"?

ME--?!

HEY, I *WAS* PRETTY GOOD... WASN'T I?

I JUST WISH YOU WOULDN'T TAKE SUCH TERRIBLE RISKS! THOSE KIDS COULD HAVE HURT YOU. REAL BAD!

ER... DON'T WORRY, JANE! I HAD A *SECRET* WEAPON!

BESIDES, I'VE DECIDED TO HANG UP MY WEBS AFTER TONIGHT...

...JUST FOR YOU!

20

COLUMBIA PRESBYTERIAN, SOMETIME LATER...

WHAT A NIGHT...

...I JUST HOPE OLLIE REALLY DOES PUT THOSE MECHANICAL ARMS AWAY FOR GOOD!

I WONDER IF HARRY HAS HEARD ANYTHING FROM THE DOCTORS YET?

OH... NO!

WHAT IS IT, HARRY? WHAT'S WRONG? LIZ--?! THE BABY--?!

PETER? IS THAT YOU--?

EVERYTHING'S FINE, PETE! *REALLY!* THE DOCTORS HAD TO PERFORM A CESAREAN ON LIZ--BUT MOTHER AND CHILD ARE DOING GREAT!

IT'S A BOY!

ALL RIIIIGHT!

QUIET DOWN, YOU CLOWNS! YOU'RE IN A HOSPITAL AREA! BESIDES, MRS. OSBORN REQUESTS THE PLEASURE OF YOUR COMPANY...

HE'S BEAUTIFUL, LIZ! JUST *BEAUTIFUL*... AND SO ARE YOU!

OH, HARRY...

AREN'T THEY THE CUTEST, PETEY?

THEY SURE ARE!

WELL, WHAT DO YOU KNOW? I GUESS SOME THINGS DO WORK OUT DESPITE THE ODDS! IT SORT OF GIVES ONE HOPE

AND, SPEAKING OF HOPE, THERE'S JUST ONE MORE LOOSE END FOR ME TO TIE UP...

21

EARLY THE NEXT MORNING...

BRAD'S BEEN LOOKING FOR YOU, OSNICK!

THAT TRUE, BRAD?

YEAH, I'M GONNA INTRODUCE YOUR FACE TO THE PAVEMENT;--AND NOTHING'S GONNA STOP ME--NOT EVEN YOUR PAL, SPIDER-MAN!

DID SOMEONE MENTION MY NAME?

MORNING, OLLIE!

HI, SPIDER-MAN! I SEE YOU CHANGED COSTUMES AGAIN!

LOOK, ABOUT LAST NIGHT...

NO NEED TO APOLOGIZE! I THOUGHT ABOUT WHAT YOU SAID... AND YOU WERE RIGHT! I'M SORRY I GAVE YOU SUCH A HARD TIME.

STILL FRIENDS?

YOU BET!

HEY, OLLIE! I'VE BEEN LOOKING FOR YOU!

CAN I GO FOR ANOTHER RIDE ON YOUR METAL LEGS?

WE'LL SEE...

LOOK, BRAD! OSNICK'S WITH YOUR GIRL!

SHUT UP, FOOL! I AIN'T MESSING WITH SPIDER-MAN'S PAL!

HEY, I KNOW I'VE GOT MORE THAN A FEW PROBLEMS OF MY OWN THAT STILL NEED SOLVING...

...BUT, FOR THE MOMENT AT LEAST, I FEEL GREAT!

22

NEXT ISSUE:

SHE'S DARING! SHE'S DIFFERENT! AND, SHE'S DEADLY! DON'T MISS THE FIRST APPEARANCE OF...

"SILVER SABLE!"

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

NUMBER

MILGROM

WELCOME TO A MOMENTOUS MILESTONE IN THE LIFE AND TIMES OF THE SPECTACULAR SPIDER-MAN.

Stan Lee PRESENTS:

BREAKIN'!

BROUGHT TO YOU BY: AL MILGROM WRITER / PENCILLER / G.ISHERWOOD & V.COLLETTA (PGS.2-6) FINISHERS / DIANA ALBERS LETTERER / BOB SHAREN COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER ED. IN CHIEF

BESTING YOU IS NOT EVEN ENOUGH OF A WORKOUT TO CAUSE ME TO BREAK INTO A SWEAT!

ARRGGH!

STOP IT! STOP IT! YOU'LL KILL HIM! EEEEEEEEEE!

KRUMPF!

OH, CEASE YOUR SHRIEKING, WOMAN! THE KINGPIN DOES NOT WASTE HIS ENERGIES SLAUGHTERING FOES THAT ARE UNWORTHY OF HIM!

NOW TAKE OFF THAT RIDICULOUS DISGUISE AND REMOVE YOURSELF AND YOUR INCOMPETENT PARTNER FROM MY PRESENCE!

EEEEEK!

IT WAS A STUPID CONCEPT FOR MY MARTIAL ARTS INSTRUCTORS TO SUGGEST SPARRING PARTNERS DRESSED AS MY ARCH-FOES!

PERHAPS OTHERS ENJOY DEFEATING MAKE-BELIEVE ENEMIES, BUT I PREFER TO CHALLENGE THE REAL THING! NOW, *BEGONE!*

OOOG! EASY MONEY THEY PROMISED US! FEELS LIKE HE BROKE MOST OF MY RIBS!

NEXT TIME I'M GONNA STICK TO SUPER-MARKET OPENINGS!

2

WELL, THAT WAS MORE AN EXERCISE IN FUTILITY THAN ANYTHING ELSE!

I HAD BEST TURN MY ATTENTION TO OTHER MATTERS!

ONE OF MY SCIENTISTS, JOHNATHON OHNN, THOUGHT HE MIGHT HAVE A LEAD TO THE SECRET OF CLOAK'S POWER.

I'VE HAD NO REPORTS FROM HIM IN THE LAST DAY OR TWO. TIME I LOOKED IN ON HIS PROGRESS!

OHNN, ARE YOU IN THERE? WHY IS THIS DOOR LOCKED?!

WHILE WITHIN THE SEALED LABORATORY...

I--IT'S THE KINGPIN! DO I LET HIM SEE ME LIKE THIS? DO I HAVE ANY CHOICE?

J-JUST A MINUTE! I'M CONDUCTING A RADIATION TEST! IT'S DANGEROUS TO ENTER TILL I GET THE SHIELDING SET UP!

I SHOULD TELL HIM ABOUT THE METAMORPHOSIS I'VE UNDERGONE! I CAN HARDLY HIDE IT LOOKING LIKE *THIS!* BUT THERE ARE SO MANY UNANSWERED QUESTIONS...

I WAS ATTEMPTING TO DUPLICATE THE UNIQUE RADIATION POSSESSED BY THE MAN CALLED CLOAK...

AND WHEN I RETURNED TO OUR WORLD, I FOUND MYSELF COVERED WITH THESE SPOTS.

WHEN MY EQUIPMENT FORMED A RIFT IN THE FABRIC OF OUR REALITY WHICH SEEMED TO LEAD TO A DIMENSION OF BLACKNESS...

BUT JUST AS I ENTERED THE HOLE THERE WAS A FLUCTUATION IN MY POWER SOURCE...

AND I WAS CATAPULTED INSTEAD INTO A DIMENSION THAT WAS EQUAL PARTS BLACK AND WHITE--A A SPOTTED DIMENSION!

3

NOW THE QUESTION IS--CAN I REGAIN MY NORMAL APPEARANCE--OR AM I TRAPPED FOREVER IN THIS FREAKISH FORM?

PERHAPS IF I CONCENTRATE...

YES! THE STRAIN IS INCREDIBLE, BUT THE SPOTS WHICH COVER MY BODY ARE RESPONDING, FLOWING TOGETHER.

...INTO ONE LARGE SPOT!

HARDLY "NORMAL" BUT...

OHNN, I'M GROWING IMPATIENT! OPEN THIS DOOR AT ONCE, OR I'LL BE FORCED TO BREAK IT DOWN!

SORRY, SIR! I... HAD TO CHECK THE RADIATION LEVELS TO MAKE SURE YOU WOULD BE SAFE!

YOUR CONCERN IS TOUCHING, OHNN!

NOW, WHAT NEWS HAVE YOU ABOUT YOUR QUEST FOR CLOAK'S POWERS OF DARKNESS?

ER...NONE SO FAR, SIR. I WAS JUST BEGINNING TO MAKE SOME HEADWAY WHEN OUR MACHINERY OVERLOADED!

I KNOW! IT CAUSED A BLACKOUT WHICH AFFECTED HALF THE CITY! HOW SERIOUS A SETBACK IS IT?

IT'S... HARD TO SAY AT THIS POINT!

HE'S SO FORCEFUL... SO SURE OF HIMSELF! H-HE SEEMS TO RADIATE POWER! IS IT WISE FOR ME TO HIDE MY DISCOVERY FROM HIM?

EVEN WITH MY NEW FOUND ABILITIES IF I CHOOSE TO GO AGAINST HIM, COULD I BEST HIM?

4

DON'T JUST STAND THERE, MAN! GET BACK TO WORK!

YES, SIR! I WILL! I'LL DO MY BEST!

I WON'T ACCEPT LESS!

HE'S LEAVING AT LAST!

I'VE GOT TO BE CAREFUL! KEEPING SECRETS FROM THE KINGPIN IS THE MOST DANGEROUS THING I'VE EVER DONE!

WHILE JONATHAN OHNN PONDERS THE MADNESS IN HIS METHOD, THE KINGPIN TAKES MIGHTY STRIDES DOWN A NEARBY CORRIDOR...

YOU MEN NEED ATTEND ME NO FURTHER. WHERE I GO NOW, I GO ALONE!

OKAY, BOSS!

MAN, WHEN MOM AND DAD SENT ME THROUGH SCHOOL I'M SURE THEY NEVER FIGURED ON ME SPENDING MY CAREER LIKE THIS!

CARING FOR ONLY ONE PATIENT SEEMS LIKE SUCH A WASTE! SURE THE PAY IS INCREDIBLE, BUT...

DOCTOR, I WOULD BE ALONE WITH MY WIFE!

ER... SURE THING MR. FISK! I'LL JUST GRAB MYSELF A CUP OF COFFEE!

I SHALL SUMMON YOU IF YOU ARE NEEDED.

5

AH--MY POOR, POOR VANESSA! HOW IT SADDENS ME TO SEE YOU LIKE THIS!

I HAD HOPED THAT OHNN'S DELVING INTO THE SOURCE OF CLOAK'S POWERS, MIGHT ALSO LEAD HIM TO DISCOVER MORE ABOUT *DAGGER'S* POWER OF LIGHT!

I KNOW THAT IT WAS THE SAME EXPERIMENTAL DRUG WHICH CREATED CLOAK & DAGGER!*

THE ANSWER TOLD ME THAT DAGGER'S POWER COULD CURE THE PHYSICAL AND MENTAL MALADIES WHICH POSSESS YOU!

*AS THE KINGPIN REVEALED TO SPIDEY IN PPTSS #69--THE FING!

AND THE TRULY GALLING PART IS THAT I HAD DAGGER HERSELF HERE IN MY GRASP!

IF NOT FOR SPIDER-MAN AND THE BLACK CAT INTERFERING, YOU MIGHT BE WELL EVEN NOW! BUT I SHALL HAVE MY REVENGE--!

KA-KRASH!

BE STILL, MY HUSBAND.

VANESSA, MY LOVE! HOW...ARE YOU?

I AM WELL. BUT I HAD THE STRANGEST DREAM.

I WAS IN A DARK PLACE--A DANK PLACE!

RATS SCURRIED ACROSS MY FEET--AND THE SMELL...

AND THERE WAS A MAN. LIKE YOU... YET NOT YOU AND...

AND HE TOUCHED ME. AND THERE WERE OTHERS... TOUCHING, CHANTING: KING... KING... KING!

AND I TRIED TO WAKE BUT I COULDN'T! I--I IIIIIIIIIII!

DOCTOR! A SEDATIVE--QUICKLY! IT'S HAPPENING *AGAIN!*

6

MEANWHILE, ACROSS TOWN AT THE BROWNSTONE APARTMENT BUILDING OF PETER PARKER...

WHAT DO YOU THINK, SHOULD WE *GET* HIM?

WHY NOT? LIKE...PETER WOULD PROBABLY APPRECIATE AN INVITATION TO GO THE BEACH WITH HIS NEW NEIGHBORS! RIGHT, BAMBI?

4C

RIGHT, RANDI! BESIDES HE'S *AWFULLY* CUTE!

YEAH, BUT MY AUNT SAYS HE NEVER HAS ANY MONEY--THAT HE'S ALWAYS LATE WITH THE RENT.

OH, CANDI, LIKE... ALL YOUR AUNT EVER *THINKS* ABOUT IS MONEY!

THAT'S TRUE. AND HE *IS* CUTE!

WELL, SHOULD WE KNOCK OR NOT? I THINK I HEARD HIM COME IN REAL LATE LAST NIGHT. DO YOU S'POSE HE'S UP YET?

SHHHHH! BETTER NOT MAKE TOO MUCH NOISE. WE'LL INVITE HIM ANOTHER TIME.

YEAH, LIKE... THAT'S A BETTER IDEA.

REALLY. NO SURER WAY TO GET OFF ON THE WRONG FOOT WITH A CUTE GUY THAN BY WAKING HIM OUT OF A SOUND SLEEP.

≧GIGGLE≦ HOW WOULD YOU KNOW *THAT*, BAMBI?

YEAH, WHEN DID *YOU* EVER HAVE TO WAKE A GUY UP?

OH, STOP!

BUT EVEN AS THE GIRLS TIPTOE DOWN THE HALLWAY, A FITFUL PETER PARKER TOSSES AND TURNS, CAUGHT IN THE THROES OF A NIGHTMARE FROM WHICH HE WOULD **GLADLY** HAVE BEEN AWAKENED.

N-NO! *NO!*

7

NO! MUSTN'T GO DOWN THAT ROAD...THERE'S SOMETHING... *WRONG* WITH IT!

HOW DID I GET HERE? WALKING DOWN A PATH WITH THE TWO MOST IMPORTANT WOMEN IN MY LIFE--BOTH OF WHOM KNOW I'M REALLY SPIDER-MAN!

HE'S MUCH BETTER AS MY SPIDER, DON'T YOU THINK, MARY JANE?

YOU'RE *WRONG*, BLACK CAT! HE'S BETTER OFF AS PETER PARKER!

WHA-?! *NO!* I-I'M *SINKING* INTO THE ROADWAY, IT'S BECOME LIKE TAR! AND THE CAT AND MJ ARE BEING SWEPT AWAY FROM ME!

SPIDER-MAN COULD GET FREE OF IT!

NO! IT'S *BECAUSE* OF SPIDER-MAN THAT YOU'RE TRAPPED!

I'M SINKING DEEPER... DEEPER! GOT TO FREE MYSELF! BUT THE WAY IT'S CLINGING--IT'S ALMOST LIKE...

MY NEW BLACK COSTUME!

NO!

IT'S REALLY A SYMBIOTE THAT WANTS TO GRAFT ITSELF ONTO MY BODY!

CAN'T LET IT *COVER* ME! GOT TO GET FREE SOMEHOW!

BUT I CAN'T... I *CAN'T!*

RINNNNNNNNG!

BUT WAIT--! WHAT'S THAT NOISE? THAT RINGING SOUND? IT'S MAKING THE COSTUME STOP!

YES, OF COURSE! SOUND CAN STOP IT!

REED RICHARDS USED A SONIC BLASTER TO FORCE IT OFF ME AT FANTASTIC FOUR HEADQUARTERS! IF ONLY THE SOUND DOESN'T *STOP!* IF ONLY IT KEEPS RINGING...RINGING... 8

RINGING.../ WHAT/ IT-- IT WAS ALL A *DREAM!*

A NIGHTMARE/

AND THAT RINGING SOUND/ OH...IT'S THE THE *PHONE!*

H-HELLO? OH SHA SHAN, IT'S YOU/

NO, THAT'S ALL RIGHT. I'M *GLAD* YOU WOKE ME/ I WAS HAVING A MIND BENDER OF A NIGHTMARE/

OH. STILL, I WOULDN'T HAVE CALLED THIS EARLY IF I WASN'T SO WORRIED ABOUT FLASH. BUT I HAVE NO ONE ELSE TO TURN TO, PETER. HE'S BECOME EVEN MORE DISTANT LATELY.

I TOLD YOU HE'S BEEN LEAVING EARLY IN THE MORNING, WITHOUT TELLING ME WHERE HE'S GOING...

UH-HUH. AND YOU HOPED I COULD TRY TO FOLLOW HIM. WELL, OKAY. I STILL THINK IT WOULD BE BETTER IF YOU COULD WORK THIS OUT ON YOUR OWN/

BUT I KNOW FROM EXPERIENCE WHAT A STUBBORN MUSCLE-HEAD OUR MR. THOMPSON CAN BE/ I'LL BE OVER AS SOON AS I CAN/

HUH/ WHO WOULD'VE EVER GUESSED THAT I'D BE TRYING TO PATCH UP THE ROMANCE OF MY OLD HIGH SCHOOL NEMESIS?

OVER THE YEARS, FLASH AND I BECAME FRIENDS, BUT JUST LATELY HE'S DOWN ON ME AGAIN/

WELL, MAYBE HIS FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN FIND OUT WHAT'S TROUBLING HIM.

NOW, THE QUESTION IS, CAN I SAFELY LEAVE THROUGH THE SKYLIGHT, OR ARE MY NUBILE NEW NEIGHBORS SUNNING THEMSELVES ON THE ROOF AGAIN?

AH, I'M IN LUCK, THERE THEY ARE, PILING INTO THAT CAR. LOOKS LIKE THEY'RE HEADED FOR A DAY AT THE BEACH. AND ON A HOT FALL DAY LIKE THIS... WHY NOT?

SURE WISH I COULD BE AS YOUNG AND CAREFREE AS THOSE THREE.

BUT WITH GREAT POWER COMES GREAT...

OH, F'R HEAVEN'S SAKE, GIVE IT A *REST,* WILL YOU PARKER/ YOU'RE BEGINNING TO SOUND LIKE THE GRAND OLD SAGE OF SUPER-HEROES/ SHEESH/

9

A QUICK SWING ON THE GOSSAMER WEB-LINES BRINGS SPIDEY TO...

FLASH AND SHA SHAN'S APARTMENT! THERE IT IS!

AND TALK ABOUT TIMING! THEY'RE STEPPING OUT THE DOOR RIGHT NOW!

BUT, FLASH, WHY *CAN'T* YOU TELL ME WHERE YOU'RE GOING?

BECAUSE IT'S *MY* BUSINESS, SHA SHAN! AND I WANT TO KEEP IT THAT WAY.

OH, FLASH! WE ARE DRIFTING FARTHER AND FARTHER APART. PLEASE STAY SO WE CAN TALK THIS OUT.

I'VE GOT AN APPOINTMENT! IF IT'S CONVERSATION YOU WANT, WHY NOT GIVE MY OLD, EX-BUDDY PETER PARKER A CALL!

PETER?! BUT WHY--?

YOU THINK I DIDN'T KNOW YOU *PHONED* HIM THIS MORNING! WELL I KNOW THAT... AND *OTHER* THINGS, TOO.

HEY, FLASHER, YOU READY?

ALL SET, GUYS! LET'S GO!

BUT WHAT ABOUT US--?

YEAH, WHAT *ABOUT* US?

AW, THE POOR KID. NOT ONLY DID FLASH GIVE HER A ROUGH TIME, BUT SHE WAS TRYING TO STALL HIM TILL PETER PARKER COULD SHOW UP!

SHE PROBABLY THINKS SHE BLEW IT!

BUT LUCKILY FOR HER, SPIDER-MAN DOESN'T GET STUCK IN RUSH HOUR TRAFFIC! NOW TO FOLLOW FLASH'S CAR AND GET TO THE BOTTOM OF THIS, ONCE-AND-FOR-ALL!

10

SOME TIME LATER...

HOW MUCH FARTHER IS HE GOING? WE'RE WAY OUT ON LONG ISLAND AND PRETTY SOON I WON'T HAVE ANY COVER LEFT--

--LET ALONE ANYTHING TO *SWING* FROM!

AH, THEY'RE PULLING INTO THAT HIGH SCHOOL FOOTBALL FIELD!

BUT WHY WOULD FLASH BE COMING OUT HERE? WELL I'LL JUST GRAB MYSELF A SEAT ON THE 50 YARD LINE AND SEE!

45 50 45

WHOOPS! THERE HE IS NOW! BUT WHAT'S HE DOING IN THAT FOOTBALL UNIFORM?!

C'MON, THOMPSON! GET OUT THERE AND SHOW US WHAT YOU CAN DO!

YOU GOT IT, COACH!

THE SCRIMMAGE BEGINS, AND AS FLASH GETS THE SNAP FROM CENTER...

UH-OH! IT'S A *BLITZ!*

OOF! I CAN'T BEAR TO WATCH!

OUCH! I SURE DIDN'T READ *THAT* ONE! GUESS I REALLY LOST MY TOUCH SINCE I PLAYED IN HIGH SCHOOL!

NOT TO WORRY, FLASHER! YOU'LL GET IT BACK. YOU'RE JUST RUSTY!

YEAH! LET'S TRY IT AGAIN, SHALL WE?

WHAT DO YOU THINK?

LOOKS LIKE MORE THAN RUST TO ME, ED.

YEAH, THESE WALK-ONS SO SELDOM WORK OUT! THOMPSON'S CREDENTIALS WERE PRETTY GOOD--BUT MAKING THE TRANSITION TO PRO LEVEL PLAY, WELL...

HE MAY JUST NOT BE GOOD ENOUGH! I KNOW! IF WE WEREN'T SO DESPERATE FOR A QUARTERBACK, I PROBABLY WOULD HAVE CUT HIM BY NOW!

BUT SINCE RAY NESTERS WAS SUSPENDED FOR POINT SHAVING, WE'RE REALLY HARD UP!

GEE, AND FLASH WAS SUCH A GREAT JOCK IN HIGH SCHOOL! I'M SURPRISED!

AT LEAST I'VE FOUND OUT *WHAT* HE'S DOING--BUT I STILL DON'T HAVE ANY IDEA *WHY!*

IN A WAY I'M RELIEVED! I THOUGHT HE MIGHT HAVE BEEN SNEAKING OUT TO SEE BETTY LEEDS.

BUT I SHOULD HAVE KNOWN FLASH WOULDN'T GO OUT WITH A *MARRIED WOMAN*--

OH, FLASH! *THERE* YOU ARE!

BETTY, YOU *MADE* IT!

I WOULDN'T MISS IT! I THINK IT'S JUST SO EXCITING, THAT YOU'VE GONE BACK TO TRY AND MAKE YOUR CHILDHOOD DREAM OF BECOMING A PRO QUARTERBACK, COME TRUE!

OH, NO! I SPOKE TOO SOON! FLASH *IS* SEEING BETTY!

WHEN I TELL SHA SHAN ABOUT THE FOOTBALL, SHOULD I TELL HER ABOUT BETTY TOO? I FEEL LIKE SUCH A SNEAK!

WATCH THE NEXT PASS, BETTS! IT'LL BE FOR YOU!

I'LL BE WATCHING!

I GUESS I'VE SEEN ENOUGH. GEE, I WISH I NEVER AGREED TO TAIL FLASH.

NOW, NO MATTER WHAT I TELL SHA SHAN, I'M GOING TO FEEL AWFUL!

MAYBE I JUST SHOULDN'T TELL HER ANYTHING!

LIFE IS A LOT SIMPLER WHEN ALL YOU'RE DOING IS BEATING UP ON SUPER-VILLAINS!

12

SHORTLY...

BOY, JUST WHEN IT LOOKS LIKE LIFE IS GOING TO UNCOMPLICATE ITSELF, SOMETHING COMES ALONG AND KNOCKS YOU FOR A LOOP!

MAYBE THIS THING BETWEEN FLASH AND BETTY IS PERFECTLY INNOCENT, BUT IT SURE DOESN'T *SEEM* THAT WAY!

MAKES ALL THE PROBLEMS I HAD BACK IN HIGH SCHOOL SEEM AWFULLY PETTY AND INSIGNIFICANT, THAT'S FOR SURE!

OF COURSE, THE TROUBLES ALL MY FRIENDS ARE HAVING WITH THEIR PERSONAL LIVES, ARE NOTHING COMPARED TO THE RELATIONSHIP I ALMOST DEVELOPED WITH MY BLACK COSTUME! IT NEARLY TOOK CONTROL OF MY ENTIRE BODY!

AT LEAST THAT'S ONE WORRY I CAN PUT BEHIND ME, NOW THAT THE LIVING SUIT IS SAFE AND SOUND IN A GLASS TUBE AT *FANTASTIC FOUR* HEADQUARTERS!

BUT, UNKNOWN TO SPIDEY, NOT TOO FAR AWAY...

LOOK! IT'S *SPIDER-MAN!*

WOW! WAIT'LL I TELL THE LITTLE WOMAN! SHE'LL NEVER BELIEVE ME!

SHOES

FUNNY THING THOUGH--

WHAT'S THAT?

HE LOOKS SO *CLUMSY*-- AND I ALWAYS THOUGHT HE WAS *THINNER* THAN THAT!

YEAH, ME TOO!

AND HEY, I THOUGHT HE WASN'T WEARING THAT BLACK COSTUME MORE!

13

MEANWHILE...

THAT'S A RELIEF! THE GIRLS MUST STILL BE AT THE BEACH!

--WHICH LEAVES ME A CLEAR PATH TO MY HANDY-DANDY SKYLIGHT.

AND INTO MY APARTMENT I GO!

I'VE DECIDED THAT I'D BETTER TAKE ON THE KINGPIN BY MYSELF! THE BLACK CAT AND I DON'T SEEM TO BE MESHING THAT WELL AS A TEAM LATELY!

BUT FELICIA WOULD NEVER ACCEPT THAT! ANY MORE THAN SHE SEEMS TO BE ABLE TO ACCEPT ME AS PETER PARKER, RATHER THAN SPIDER-MAN!

I'D BETTER CALL HER.

CAT? IT'S PETE--SPIDER-MAN. LOOK, I THINK WE'D BETTER PUT OFF OUR ASSAULT ON THE KINGPIN TILL WE'VE HAD A CHANCE TO PLAN IT OUT MORE CAREFULLY!

I DON'T KNOW WHEN! I'LL CALL YOU ABOUT IT!

OKAY, LOVER. SUITS ME! YOU DON'T MIND IF WE DON'T SEE EACH OTHER TONIGHT DO YOU?

NO, JUST A COUPLE OF THINGS I HAVE TO DO. RIGHT, BYE!

WELL, THAT WAS LUCKY. I DIDN'T EVEN HAVE TO COME UP WITH A REASON TO BE ALONE!

I'M GLAD MY SPIDER WANTED TO POSTPONE OUR ATTACK ON THE KINGPIN. THAT LEAVES ME FREE TO GO THERE TONIGHT--ALONE--AND SETTLE THINGS ONCE AND FOR ALL!

14

THE HOURS OF THE DAY PASS EXCRUCIATINGLY SLOW FOR THESE TWO, BUT AT LAST, NIGHT-TIME ARRIVES...

I'VE GOT TO MAKE SURE THAT THE KINGPIN'S HOLD OVER FELICIA IS BROKEN. HE MAY USE THE FACT THAT SHE OWES HIM FOR GIVING HER POWERS TO ENTICE HER BACK INTO A LIFE OF CRIME!

ONCE THAT'S SETTLED--WELL, THE CAT AND I ARE GOING TO HAVE TO TALK ABOUT OUR LIFE TOGETHER--SUCH AS IT IS!

IF MY SUSPICIONS ARE TRUE, THESE POWERS THE KINGPIN GAVE ME CAME WITH STRINGS ATTACHED.

HE'LL TELL ME THE WHOLE TRUTH ABOUT THEM, TONIGHT...OR ELSE!

BRRRNNG

THE ALARM! AN INTRUDER APPROACHES THE BUILDING!

OH, NO! IT'S SPIDER-MAN AGAIN!

INFORM THE KINGPIN AT ONCE!

SPIDER-MAN? BUT YOU SAY HE'S *ALONE* THIS TIME. HMMM. ANTICIPATE A FLANKING ATTACK BY THE BLACK CAT.

I'VE BEEN EXPECTING THEM EVER SINCE THEY BROKE OFF THEIR LAST ATTACK SO ABRUPTLY THE OTHER NIGHT!*

I STILL DON'T UNDERSTAND WHY THEY DID SO!

* LAST ISSUE--DANNY.

WHILE IN THE RESEARCH LAB ON ANOTHER FLOOR, ALSO MONITORING THE ALARM...

I WAS *RIGHT!* WHEN WE FOUGHT, SPIDER-MAN USED HIS WEBBING TO DISABLE THE SURVEILLANCE CAMERA, AND THE KINGPIN NEVER LEARNED OF THE *SPOT'S* EXISTENCE!

GOOD! THAT GIVES ME MORE TIME TO DECIDE WHAT TO DO WITH MY NEW FOUND ABILITIES.

15

I BEAT SPIDER-MAN BEFORE! IF I CAN DO IT AGAIN, I'LL KNOW IT WASN'T JUST A FLUKE!

AND IF IT *WASN'T*, WELL, SOMEONE WITH MY KIND OF POWER DOESN'T HAVE TO WORK *FOR* ANYBODY, NOT EVEN THE KINGPIN!

I'LL JUST STRETCH THIS SPOT I REMOVED FROM MY BODY--

--UNTIL IT'S LARGE ENOUGH FOR ME TO WALK THROUGH. THUS I CAN ENTER THE SPOTTED DIMENSION.

ON THE ROOF OF THE KINGPIN'S BUILDING...

BESIDES THE HIDDEN TRAPS AND WEAPONS, THE WATCHDOG SURVEILLANCE DEVICES, THERE, UNNOTICED ON ONE OF THE WALLS IS AN INSIGNIFICANT BLACK DOT...

OR PERHAPS IT IS NOT SO INSIGNIFICANT.

A FINGER EMERGES--THEN ANOTHER. THEY BEGIN TO PRY AND PUSH AT THE PERIMETER OF THE DOT.

SLOWLY, IT WIDENS!

AH, THERE WE GO! I LEFT THIS SPOT HERE JUST IN CASE I NEEDED TO GET TO THE ROOF UNOBSERVED AGAIN, JUST AS I LEFT SEVERAL SPOTS SCATTERED AT STRATEGIC LOCATIONS IN CASE I EVER HAVE TO BEAT A HASTY RETREAT!

THESE SPOTS CERTAINLY MAKE FOR AN EFFICIENT MEANS OF TRANSPORTATION. MUCH BETTER THAN THE SUBWAY!

AND I CAN ALSO USE ONE OF THEM TO INCAPACITATE THIS CAMERA! THERE!

NOW TO SITUATE MYSELF WHERE I CAN GIVE SPIDER-MAN THE WARM WELCOME HE DESERVES!

16

WHILE WITHIN...

WHAT IS SPIDER-MAN'S PROGRESS?

WE--WE DON'T KNOW, SIR!

THE CAMERA WHICH WAS TRACKING HIM HAS MALFUNCTIONED.

ALL WE GET ON IT IS SOME FUNNY POLKA DOT INTERFERENCE!

WAIT, THERE HE IS! ONE OF THE OTHER UNITS PICKED HIM UP. BUT JUDGING FROM THE DIRECTION OF HIS SWING, HE'LL BE OUT OF RANGE IN A SEC.

BUT HE IS STILL ALONE!

YES!

MAYBE I'M DOING THIS ALL WRONG! I KNOW HOW TIGHT KINGY'S SECURITY IS! PROBABLY EVEN TIGHTER SINCE ALL THE BREAK-INS!*

STILL, I FIGURE I'VE GOT A SHOT IF I GO IN THE SAME WAY AS LAST TIME-- NOBODY'D BE EXPECTING ME TO TRY THE SAME ROUTE TWICE!

*SPIDEY'S REFERRING TO THE FREE-FOR-ALL IN PPTSS # 96 - DANNY.

WONDER IF THAT WEIRDO IS STILL AROUND. HE MADE NOISES ABOUT BEING AN INDEPENDENT, BUT THEN THREATENED ME TO LAY OFF KINGY.

HE WAS A STRANGE ONE ALL RIGHT! WHAT WAS IT HE CALLED HIMSELF? SOME RIDICULOUS NAME...

OH, YEAH, HE CALLED HIMSELF-- WHOOPS!

POIT!

17

THE *SPOT*, SPIDER-MAN! I CALLED MYSELF THE SPOT! TO HELP YOU REMEMBER, HERE ARE A FEW OF MY CALLING CARDS!

YOW! HE'S POPPING OUT OF THAT HOLE IN THIN AIR!

I LEARNED SOMETHING FROM OUR FIRST ENCOUNTER, SPOT! USING MY SPIDER-LIKE AGILITY I CAN EASILY AVOID YOUR SPOTS--

--AND AT THE SAME TIME SEND OUT A SPRAY OF MY WEBBING TO CAPTURE YOU!

18

IT WOULD TAKE TOO LONG TO STRETCH ONE OF MY SPOTS BIG ENOUGH TO DEFEND ME--SO INSTEAD I'LL JUST GATHER UP A HANDFUL OF THE ONES I THREW AT YOU...

--AND THEY INSTANTLY COMBINE INTO A HOLE LARGE ENOUGH TO CONTAIN YOUR WEB-NET!

NOW HOLD THAT POSE WHILE I FOLLOW YOUR WEBBING INTO THE OTHER DIMENSION WHERE MY SPOTS LEAD! IF YOU FORGOT MY *NAME*--

--YOU MAY ALSO NEED A REMINDER ABOUT THE UNIQUE PROPERTIES THEY POSSESS!

NO THANKS, SPOT! I *DO* RECALL THAT YOU CAN STRIKE AT AN OPPONENT FROM ANY OF THOSE PORTABLE HOLES OF YOURS!

SO THE BEST THING FOR ME TO DO IS TO GET AWAY FROM THEM!

WHOA! WHAT'S MY SPIDER DOING HERE? HE SAID HE WOULDN'T BE COMING TONIGHT!

OF COURSE, I PROMISED HIM THE SAME THING!

19

LUCKY THING HE DIDN'T SEE ME! AND I'M STILL TOO FAR AWAY TO SET OFF HIS SPIDER-SENSE!

HE'S BUSY FIGHTING THAT CRAZY "SPOT" CHARACTER AGAIN!

GOOD! WHILE THE TWO OF THEM ARE OCCUPIED, I CAN JUST SWING AROUND TO THE OTHER SIDE OF THE BUILDING--

--AND FIND MY OWN WAY INSIDE!

IMAGINE SPIDER LYING TO ME! AFTER ALL THAT HOLIER-THAN-THOU STUFF HE'S BEEN DOLING OUT LATELY I THOUGHT HE WAS A PERFECT BOY SCOUT!

HEH, HEH, I'LL REALLY RUB IT IN WHEN THIS IS ALL OVER!

SAY, THE SPOT SEEMS TO HAVE PUT THAT CAMERA OUT OF COMMISION! THAT WON'T DO!

AH, HERE ARE SOME FUNCTIONAL ONES. GOOD! IN THE OLD DAYS I WOULD'VE USED MY CAT-BURGLAR TALENTS TO *SNEAK* INSIDE--

--BUT NOW, AIDED BY MY RECENTLY ACQUIRED POWERS, I DON'T HAVE TO BE SUBTLE!

I JUST WAIT FOR THE DEFENSIVE DEVICES TO GO INTO OPERATION--

--TRUST MY BAD LUCK POWER TO KEEP ME SAFE--

THEN WHEN THEY RETRACT THE GUN MOUNTING, I CAN RIDE IT RIGHT INSIDE THE BUILDING!

VOILA! INSTANT AND EASY ACCESS TO A MAINTAINANCE TUNNEL!

20

NOW I'LL JUST SHIMMY ALONG THE TUNNEL--

--AND DOWN THIS CONNECTING SHAFT--

PFFF T-t-

WHOOPS! A GAS NOZZLE! BUT IT'S PLUGGED ITSELF UP!

WHOA! WOULD'VE GOTTEN THE MARIE ANTOINETTE TREATMENT IF MY BAD LUCK POWER HADN'T CAUSED THAT BLADE TO JAM!

AND I COULD HAVE BEEN ONE FLAT CAT IF THOSE WALLS HAD KEPT CLOSING!

I WONDER WHO'S IN CHARGE OF SECURITY FOR THE KINGPIN--STEVEN SPEILBERG?

MEAN-WHILE...

KINGPIN YOU WERE RIGHT, SPIDER-MAN WASN'T ALONE! THE BLACK CAT IS HERE TOO!

BUT SHE MADE NO ATTEMPT TO AVOID OUR DEFENSE SYSTEMS!

AND NONE OF THEM WORKED AGAINST HER!

NO FURTHER SIGN OF SPIDER-MAN?

NO.

ALLOW THE BLACK CAT TO PROCEED UNMOLESTED! I DOUBT WE CAN STOP HER, AND THERE'S NO REASON TO DESTROY ALL OUR DEFENSE UNITS IN THE PROCESS!

MEANWHILE, TRY TO PINPOINT SPIDER-MAN'S WHEREABOUTS. IT MAKES ME UNEASY TO HAVE SUCH A POWERFUL FOE UNACCOUNTED FOR!

WHILE ON THE ROOF...

YOU-HOO! SPIDER-MAN, WHERE ARE YOU?

YOU MIGHT AS WELL COME OUT AND MAKE THIS EASY ON YOURSELF!

21

I WILL MAKE IT EASY ON MYSELF.

BUT NOT THE WAY HE THINKS!

I'LL JUST GET CLOSE BEHIND HIM!

IN MY SNEAKY, SILENT SPIDER-LIKE WAY AND...

POW! THAT'S IT FOR YOU, MR. SPOT!

NAUGHTY, NAUGHTY! FOR SHAME, SPIDER-MAN! SURELY IT VIOLATES SOME RULE OF SUPER-HERODOM TO TRY AND HIT A FOE FROM BEHIND!

FORTUNATELY I HAD ANTICIPATED SUCH AN ATTEMPT, AND ACCUMULATED A MASS OF SPOTS AT THE BACK OF MY HEAD!

YOW!

MAN, THAT'S CREEPY THE WAY MY HAND JUST SANK RIGHT INTO HIM!

BUT I THINK IT GIVES ME AN IDEA OF HOW I CAN BEAT THIS BOZO!

YOU'RE RIGHT, SPOT, YOU'RE JUST TOO TOUGH FOR THIS POOR OVER-MATCHED LITTLE WEB-SLINGER!

BUT IF I CAN'T BEAT YOU, AT LEAST I CAN MAKE SURE THAT *YOU* CAN'T BEAT *ME*-- BY SIMPLY STAYING OUT OF THE WAY OF ANY OF YOUR FLOATING SPOTS!

THERE, I'M IN THE CLEAR NOW!

BUT NOT FOR LONG, MY FAINT-HEARTED FOE!

22

WHILE THE SPOT PREPARES TO ESCALATE HIS BATTLE AGAINST THE AMAZING SPIDER-MAN, DOWNTOWN IN THE CHELSEA DISTRICT, AN AWKWARDLY SWINGING FIGURE--

--MAKES AN EVEN MORE AWKWARD LANDING!

KRASSH!

OOOOH! WH-WHERE AM I? WHAT HAPPENED TO ME?

THE LAST THING I REMEMBER I WAS WALKING BY THE BAXTER BUILDING, MINDING MY OWN BUSINESS...

Cheerios

EVERYTHING ELSE IS A BLANK!

I MUST'VE BEEN MUGGED! UNNHH! IT'S TRUE WHAT THEY SAY ABOUT THIS CITY!

OOH! EVERY MUSCLE ACHES! THEY MUST'VE WORKED ME OVER PRETTY GOOD!

WONDER WHY I CAN'T REMEMBER ANY OF IT? AMNESIA MAYBE?

MEANWHILE, THE INK-BLACK ENTITY THAT HAD ENGULFED THE HAPLESS TOURIST SLIDES ITS WAY UP THE BRICK WALLS OF A NEARBY BROWNSTONE...

TO LURK OUTSIDE THE WINDOW OF THE PLACE IT HAS COME TO THINK OF AS ITS HOME...

...THE APARTMENT OF ITS HOST BODY, PETER PARKER!

ELSE-WHERE...

FINALLY! AN AIR VENT THAT LEADS INTO ONE OF THE HALLWAYS!

I'M SICK AND TIRED OF CRAWLING AROUND THESE DINGY OLD DUCTS--

--TIME TO KICK UP MY HEELS A BIT!

...

SPANGG!

THERE, THAT DID IT! NOW ALL I HAVE TO DO IS FIND OUT WHERE THE KINGPIN IS HANGING OUT, AND...

OOPS!

FOOL! FLEE ALL YOU WANT TO. I'LL JUST SEND MORE AND MORE DOTS FLYING YOUR WAY!

YOU CAN'T POSSIBLY AVOID ALL OF THEM!

24

MAYBE NOT, SPOTTY OLD BOY, BUT AT LEAST IT BUYS ME A BREATHER!

YOU THINK SO? TRY BREATHING THIS, THEN!

OOCH!

POK!

THUPK!

OOF!

THAP!

YOW! THAT ONE KNOCKED ME RIGHT OFF MY PERCH!

HAH! I TOLD YOU! WITH ALL THE SPOTS I'VE SCATTERED AROUND HERE THERE'S NO WAY YOU CAN AVOID MY ATTACK!

WHILE WITHIN...

YOU BOYS THE KING-PIN'S OFFICIAL GREETERS?

WATCH HER LEGS!

UGGH!

OWCH!

WHY, WHAT A NICE THING TO SAY! I DO RATHER PRIDE MYSELF ON HAVING A WELL-TURNED CALF!

GET HER!

BUT OUR ORDERS--

HECK WITH ORDERS! IT'S KILL OR BE KILLED!

SILLY BOYS! WITH MY SPEED, STRENGTH AND CAT-LIKE AGILITY YOU REALLY WOULDN'T STAND MUCH OF A CHANCE AGAINST ME!

ADD TO THAT MY BAD LUCK POWER, AND YOU'VE GOT NO HOPE AT ALL!

OOF!

SORRY, I-I SLIPPED!

ARGGH! I TRIPPED!

WELL, IT'S BEEN FUN! BUT NOW I REALLY MUST RUN!

GET HER!

WITH MY SPEED I COULD LOSE THESE GUYS IN TIME! BUT THEY'RE SUCH A NUISANCE--

--I'LL JUST HEAD FOR THAT DARKENED ROOM, WHERE MY CAT-LIKE EYESIGHT WILL LET ME DITCH 'EM QUICKLY!

WHOA, BOYS! NO NEED TO FOLLOW HER IN THERE!

YEAH, SHE'S HAD IT!

WHILE ABOVE...

I WARNED YOU, SPIDER-MAN! I'VE THROWN OUT SO MANY SPOTS YOU CAN'T POSSIBLY AVOID THEM ALL!

POW

WHUP

SEE?

AND STILL YOU PUSH FORWARD! SUCH A VALIANT EFFORT DESERVES A PAT ON THE BACK!

THUD!

FUNNY! THEY SEEM TO HAVE STOPPED FOLLOWING ME! WONDER WH--

WAIT! THERE'S SOMEONE IN HERE! MY EYES ARE ADJUSTING, IT'S...

IT IS I, MY DEAR!

KINGPIN!

NONE OTHER! I WONDERED WHEN WE WOULD GET AROUND TO HAVING THIS LITTLE CHAT!

26

YOU MEAN YOU'VE BEEN EXPECTING ME?

FOR SOME TIME, NOW!

I KNEW THAT IN TIME YOU WOULD BECOME AWARE OF THE LITTLE JEST I'VE HAD AT YOUR EXPENSE!

A JEST I CONCEIVED WHEN YOU SNUCK INTO MY PRIVATE QUARTERS AND STOLE THAT DETONATOR FOR A NUCLEAR DEVICE.*

"Y-YOU KNEW" THAT WAS ME?

"OH, NOT AT FIRST! BUT YOU DID SPEAK TO ME--MOCKED ME!

*SEE PETER PARKER #74.

KNOWING THAT A WOMAN HAD PERPETRATED THIS OUTRAGE, AND WITH MY CONNECTIONS, IT WAS ONLY A MATTER OF TIME BEFORE I COULD AFFIRM YOUR IDENTITY!

AND UPON LEARNING IT, I DEVISED A REVENGE SO EXQUISITE THAT ONLY I COULD HAVE FORMULATED IT!

REVENGE?! WHAT REVENGE? AND WHY? JUST FOR STEALING A LITTLE OLD NUCLEAR DETONATOR?

IT WASN'T SO MUCH THE THEFT OF THE DEVICE ITSELF, THOUGH THAT WAS NO SMALL AFFRONT--

--BUT YOU LET IT SLIP FROM YOUR GRASP INTO THE POSSESSION OF THAT MAD-MAN DR. OTTO OCTAVIUS!

HE USED IT TO ACTIVATE A NUCLEAR WEAPON HE HAD ACQUIRED... AND I--

--I WAS HELPLESS! HELPLESS TO PROTECT MY OWN CITY!

BECAUSE OF YOUR AUDACITY AND CARELESSNESS I WAS FORCED TO--

ABANDON

MY

OWN

CITY!

I SWORE YOU WOULD PAY!

27

UP ON THE ROOF...

I'LL GET YOU, SPOT--

UNGH!

KLOP!

IF IT'S THE LAST THING I DO--

AHK!

SMAK!

--I'LL GET YOU!

BRAVO, HERO! YOU'VE RUN THE GAUNLET, BUT MY BLOWS HAVE TAKEN THEIR TOLL!

THUDD!

BUT YOU DID MAKE ONE MISTAKE, SPOT!

YOU LET ME GET TOO CLOSE!

POW!

AAAAAAAAAAAA!

I THOUGHT SO--YOU THREW SO MANY SPOTS AT ME THAT THERE WAS ONLY WHITE SPACE LEFT ON YOUR BODY!

THAT GAVE ME SOMETHING SOLID TO HIT!

AND I'VE GOT NEWS FOR YOU, YOUR PUNCHES DON'T PACK NEARLY AS MUCH WALLOP AS THE MAN WITH THE PROPORTIONATE STRENGTH OF A SPIDER! SEE WHAT I MEAN?!

WHOOF!

I-I'M NOT BEATEN YET! I CAN STILL LEAP INTO THIS HOLE...

WHEW! HE COULD HAVE KILLED ME!

PERHAPS I HAD BEST RETHINK MY NOTION OF BECOMING A FREELANCE SUPER CRIMINAL!

SEE THAT YOU DO, BUB! OR I'LL COME IN HERE AFTER YOU AND *FINISH* THE JOB!

YIII! NO! *DON'T!* I'VE LEARNED MY LESSON!

GOOD! CAUSE I'VE GOT BIGGER FISH TO FRY! MUCH BIGGER!

28

B-BUT IF YOU WANTED REVENGE, WHY DID YOU GIVE ME THESE POWERS?

FOOLISH CHILD!

YOUR POWERS ARE A MIXED BLESSING. DID YOU REALLY THINK I WOULD GIVE SUCH ABILITIES TO SOMEONE WHO WASN'T A TRUSTED ALLY UNLESS THERE WAS SOME FLAW IN THEM?

INDEED, WHY WOULDN'T I HAVE SUCH POWERS CONFERRED UPON MYSELF?

I--I DON'T KNOW! I DIDN'T THINK!

OF COURSE YOU DIDN'T. BUT YOU SEE THERE IS A HITCH. YOUR POWERS CAUSE BAD LUCK TO BEFALL ANY WHO TRY TO HARM YOU--

--BUT THEY ALSO, IN TIME, BRING EVIL TIDING TO ANY WHO KEEP STEADY COMPANY WITH YOU! IN OTHER WORDS...

MY SPIDER!

PRECISELY!

THEN IT WASN'T JUST HIS BLACK COSTUME CAUSING HIM TO BE SO CLUMSY LATELY!

AND THE MORE TIME YOU SPEND WITH YOUR LOVER, THE MORE THE POWER AFFECTS HIM UNTIL...

WELL, THERE IS A POINT BEYOND WHICH ONE'S LUCK CAN GET NO WORSE.

I'LL KILL YOU FOR THIS!

TSK, TSK! YOUR POWER IS ALL BUT USELESS IF I DON'T ATTACK YOU, AND I WON'T!

THERE IS MY REVENGE, CAT. LEAVE YOUR LOVER AND YOU ARE BOTH HEARTBROKEN, STAY WITH HIM AND HE DIES! EXQUISITE, IS IT NOT?!

CURSE YOU, KINGPIN! *CURSE YOU!*

EVEN AS THE KINGPIN'S LAUGHTER CHASES THE BLACK CAT DOWN A LONG DESERTED CORRIDOR...

EH--WHAT'S THAT RUCKUS?

MY GUARDS, BEING CAST ABOUT LIKE TEN PINS. BUT WHO--?!

29

WHO *ELSE*, KINGY, IT'S *ME!*

AH, SPIDER-MAN! OF COURSE! WHATEVER DELAYED YOU?

AS IF YOU DIDN'T KNOW! I HAD TO STOP AND MOP UP THE SPOT!

YOU SPEAK IN RIDDLES!

ALL RIGHT, LET ME MAKE SOMETHING REAL PLAIN TO YOU, THEN!

LEAVE THE BLACK CAT ALONE! I WANT HER UNCONDITIONAL RELEASE FROM ANY OBLIGATION TO YOU!

FINE! I'D HATE TO BE THE CAUSE OF ANY RIFT BETWEEN YOU YOUNG LOVERS!

IN FACT THE LADY IN QUESTION AND I JUST HAD A MUTUALLY BENEFICIAL DISCUSSION WHICH LED US TO THAT VERY AGREEMENT!

THE BLACK CAT?! *HERE?!* YOU'RE *LYING!*

YOU KNOW ME BETTER THAN THAT.

I'VE *HAD* IT WITH YOU KINGPIN! HAD IT UP TO *HERE!*

HERE'S WHERE WE SETTLE THE SCORE ONCE AND FOR ALL!

30

I WAS *HOPING* I'D GET THE OPPORTUNITY TO TAKE OUT MY ANGER AND FRUSTRATION WITH YOU IN THE FORM OF HAND-TO-HAND COMBAT!

K-TOOM

NAH! I PREFER FOOT-TO-HEAD!

OR AM I BEING TOO FLIP?

I REALLY LOST IT THERE FOR A MINUTE, I WAS SO MAD AT THE KINGPIN!

OTHERWISE THERE'S NO WAY HE WOULD HAVE BEEN ABLE TO GRAB ME--NOT WITH *MY* SPEED!

31

K-RRA-CK-K

WHUF!

AGILE AND STRONG AS EVER, I SEE!

HE'S GETTING UP?!

THAT SHOT WOULD HAVE PUT MOST MEN IN THE HOSPITAL FOR A MONTH!

UH-OH! HERE HE COMES AGAIN!

GOOD! I'M GLAD YOU'RE WILLING TO MAKE A STRUGGLE OF IT!

THOOM!

MY PLEASURE, BIG MAN! I'VE GOT SOME ANGER AND FRUSTRATION OF MY OWN TO WORK OFF HERE!

WHILE ON THE ROOF...

GOT TO GET AWAY--GET TIME TO THINK THIS OUT!

EH--WHAT'S THAT? THE *SPOT*, AND HE SEEMS TO BE GATHERING UP HIS POLKA DOT COLLECTION!

WISH I'D NEVER GOT INVOLVED INNA FIRST PLACE! STUPID CONCEPT...

ALL RIGHT, BUSTER! WHERE'S SPIDER-MAN?!

WHA?! OH, NO! THE BLACK CAT!

32

KRAK

FORGET IT, KINGPIN! NO MATTER HOW BIG AND STRONG YOU ARE, I'VE BEATEN YOU BEFORE AND I CAN DO IT AGAIN!

AH, BUT I'VE BEEN WORKING OUT--

KRRNNNCH

--AS WELL AS TAKING MARTIAL ARTS INSTRUCTION!

I THINK YOU CAN SEE--AND FEEL--HOW ADEPT I'VE BECOME!

THUD!

YOU SWING A PRETTY MEAN FOOT, FAT MAN! BUT IT'LL TAKE A LOT MORE THAN THAT TO TAKE ME OUT!

SEE?

NEVER FEAR, INSECT! I'VE *GOT* A LOT MORE!

LOOK! I--I DON'T WANT TO FIGHT YOU! I'VE HAD MY FILL WITH YOUR BOYFRIEND!

BUT WHERE *IS* HE?!

AFTER HE BEAT ME, HE WENT IN AFTER THE KINGPIN! THAT'S ALL I KNOW, NOW... GOODBYE!

WAIT--!

HE'S GONE! NOW WHAT DO I DO? GO BACK INSIDE? NO, I'M SURE MY SPIDER CAN HANDLE THE KINGPIN--

POIT!

--AND I'VE GOT A LOT TO THINK ABOUT!

NO MATTER HOW STRONG YOU ARE THERE'S NO WAY FOR YOU TO NULL-IFY MY ABILITY TO CLING TO ANY SURFACE!

YOU THINK NOT?

ER...SUPPOSE WE JUST *TABLE* THIS DISCUSSION FOR A WHILE!

KRATCH!

I CAN HARDLY *BELIEVE* THIS! HE'S ACTUALLY KEEPING ME ON THE DEFENSIVE!

Y'KNOW, KINGPIN, FOR A GUY WITH NO SPECIAL POWERS, YOU'RE A PRETTY TOUGH CUSTOMER!

INDEED--!

YOW! TEARING THIS STAIRCASE RIGHT OFF THE WALL--YOU SURE YOU'RE NOT A MUTANT OR SOMETHING?!

FOOL! YOUR INTERFERENCE WITH MY PLANS COST ME THE CURE OF MY VANESSA!

MY RAGE AND HATRED FUELS MY NATURAL STRENGTH UNTIL IT IS MORE THAN A MATCH FOR YOURS!

RIIIPPP

WHAT AM I GOING TO DO? WHAT *CAN* I DO?

I'VE BECOME A THREAT TO THE VERY MAN I LOVE! MY SPIDER!

I LOVE HIM SO--I-I JUST CAN'T BEAR THE THOUGHT OF HIM BEING HURT...

...MUCH LESS THE THOUGHT OF ME BEING THE ONE TO HURT HIM.

CURSE THE KINGPIN! HE'S LEFT ME NO CHOICE, I-I'VE GOT TO BREAK UP WITH SPIDER-MAN!

34

GEE, FELLA, THIS STAIRWAY LOOKS AWFUL HEAVY TO LUG AROUND! LET ME LIGHTEN YOUR LOAD FOR YOU!

OOPS, SO SORRY. I SEEM TO HAVE STEPPED ON YOUR FACE!

KLOP

THAT IS *ENOUGH!* I'LL SUFFER NO MORE SUCH INDIGNITIES AT YOUR HAND! NOW FOR MY AILING WIFE I TAKE REVENGE!

I'LL *KILL* YOU, SPIDER-MAN! *KILL YOU!*

UH-OH!

KILL Y--!

POW

YOU THINK YOU'RE THE ONLY ONE WHO'S GOT SOMETHING TO BE MAD ABOUT? WELL, YOU'RE *WRONG!*

CRUNCH!

I'M *SORRY* ABOUT YOUR WIFE, KINGPIN. I REALLY AM!

THUD!

BUT I'M EVEN *SORRIER* ABOUT THE TROUBLE YOU'VE CAUSED BETWEEN THE BLACK CAT AND ME!

YES, THAT'S IT! WE MUST NEVER SEE EACH OTHER AGAIN!

AND I DARE NOT EVEN TELL SPIDER WHY I'M LEAVING HIM!

HE MIGHT GALLANTLY INSIST ON STAYING WITH ME, HOPING TO EITHER BEAT MY BAD LUCK, CURSE, OR FIND A CURE FOR IT!

I COULDN'T LET HIM TAKE THE CHANCE FOR FEAR HE'D DIE TRYING!

IN A WAY, IT'S ALMOST LIKE SOME WONDERFUL TRAGIC, STAR CROSSED LOVERS DREAM!

BETTER FOR BOTH OF US TO SUFFER *BROKEN* HEARTS THAN FOR MY LOVER'S HEART TO STOP BEATING FOREVER! SIGH.

35

I-I'M NOT FINISHED YET! I'LL CRUSH YOU LIKE THE BUG YOU ARE!

DON'T TRY IT, KINGPIN, I'M WARNING YOU...

DON'T TRY IT!

KTASSH!

HE'S GETTING UP *AGAIN*. HE MUST BE RELATED TO THE JUGGERNAUT OR SOMETHING!

I-I LOST MY HEAD THERE FOR A MOMENT, SPIDER-MAN! FORGOT THE TRUE DIRECTION I WANTED MY VENGEANCE TO TAKE!

TO KILL YOU WOULD BE TOO QUICK, TOO MERCIFUL!

YOU WOULDN'T JUST BE SAYING THAT BECAUSE I'M MOPPING UP THE FLOOR WITH YOU, WOULD YOU, KINGY?

BAH! YOU THINK ME SO EASILY BEATEN? BUT I INSIST THIS CONFRONTATION CEASE. TO THAT END I PUSH THIS BUTTON AND SUMMON--

--THE POLICE!

THE POLICE? DON'T MAKE ME LAUGH!

HARDLY A LAUGHING MATTER. I OWN THIS BUILDING! YOU ARE TRESPASSING--

36

--I SUGGEST YOU LEAVE!

THIS IS CRAZY! YOU, THE BIGGEST CRIMELORD IN THE CITY THREATENING ME WITH THE POLICE!

"ALLEGED" CRIMELORD, SPIDER-MAN! MY *RECORD* IS CLEAN!

ALL RIGHT, I'LL LEAVE! BUT AS FOR THE BLACK CAT...

NO NEED FOR THREATS. I SHALL NOT *FORCE* THE BLACK CAT TO DO MY BIDDING AGAIN! NOW, FAREWELL!

HUH! HE WASN'T BLUFFING! HERE COME THE BOYS IN BLUE, NOW!

REEEE

POLICE

POLICE

POLICE

I'D BETTER JUST SCRAMBLE ON UP TO THE ROOF AND--

WHAT ARE YOU DOING HERE?

THE SAME AS YOU, SPIDER. I CAME TO SEE THE KINGPIN!

SO THE BIG MAN WASN'T LYING! YOU *DID* GET HIM BEFORE I DID!

YES. WE... TALKED.

I TALKED WITH HIM TOO. IN FACT I'M STILL SORE FROM OUR "CONVERSATION"!

BUT THE BOTTOM LINE IS: I GOT HIM TO PROMISE TO LEAVE YOU ALONE!

OH, SPIDER, YOU DID THAT FOR ME?! THAT MAKES IT EVEN HARDER FOR ME TO TELL YOU WHAT I HAVE TO SAY--

EASY, CAT... FELICIA. I HAVE SOMETHING IMPORTANT TO SAY TO YOU, TOO. SO LET ME GO FIRST, OKAY?

37

OUR RELATIONSHIP HAS BEEN HAVING ITS UPS AND DOWNS LATELY AND I'VE BEEN DOING A LOT OF THINKING ABOUT US, FELICIA.

IT'S NOT THAT I DON'T LOVE YOU, FELICIA -- 'CAUSE IN A WAY I DO. YOU'RE THE MOST GLAMOROUS EXCITING GIRL I'VE EVER KNOWN.

BUT WE'RE SO DIFFERENT... TOO DIFFERENT.

WHAT'S HE SAYING? AT FIRST I THOUGHT HE WAS GOING TO TELL ME THAT HE LEARNED ABOUT MY BAD LUCK POWERS -- BUT NOW IT DOESN'T SOUND AS IF...

YOU'RE... I DON'T KNOW... TOO AMORAL. I LIKE ADVENTURE AS MUCH AS ANYONE, BUT I DO CARE ABOUT WHICH SIDE OF THE LAW I GET MY KICKS ON!

YOU DON'T SEEM TO!

AND THERE'S ANOTHER THING. FOR YOU, YOUR COSTUMED IDENTITY SEEMS TO BE EVERYTHING!

FOR YOU THERE IS NO FELICIA HARDY! ONLY THE BLACK CAT!

NO! HE CAN'T BE SAYING THIS! HE MUSTN'T BE...

YOU WANT IT TO BE THE SAME WAY FOR ME. WANT ME TO BE SPIDER-MAN ALL THE TIME!

BUT THAT'S NOT THE REAL ME! THE REAL ME IS PETER PARKER, NOT SOME SUPER POWERS; NOT A COSTUME; BUT A REAL PERSON.

I WAS READY TO MAKE THE BIGGEST SACRIFICE OF MY LIFE! BREAKING UP WITH SPIDER WOULD HAVE BEEN THE MOST UNSELFISH THING I'VE EVER DONE, BUT NOW...

I CAN'T BE... WON'T BE... THE PERSON YOU SEEM TO WANT ME TO BE: A MYSTERIOUS MASKED ADVENTURER OUT OF SOME ROMANCE NOVEL.

I'M SORRY, FELICIA, BUT WE'VE GOT TO STOP SEEING EACH OTHER!

HE CAN'T BREAK UP WITH ME FIRST... HE CAN'T... HE...

I THINK IT'S BEST THAT WE BREAK UP! I'M SORRY...

CAT --?

FINE WITH ME, MISTER *PARKER!*

38

SOON...

WHEW! THAT SCENE WITH THE CAT TOOK MORE OUT OF ME THAN MY FIGHTS WITH THE KINGPIN AND THE SPOT COMBINED.

I FEEL DRAINED!

FELICIA SURE WAS QUIET. WISH I KNEW HOW SHE WAS TAKING IT.

SURE HOPE SHE DOESN'T FEEL VINDICTIVE! I CAN'T STOP WORRYING THAT SHE'LL REVEAL MY SECRET IDENTITY.

NAH! AFTER WHAT WE HAD TOGETHER, SHE WOULD NEVER DO THAT TO ME.

WELL, STOP WORRYING ABOUT IT. WON'T DO ANY GOOD. MAY AS WELL SETTLE DOWN AND TRY TO LOSE MYSELF IN WHATEVER'S ON THE TUBE.

BUT EVEN AS PETER LEAVES THE BEDROOM, A DARK FORM SLIPS IN THROUGH THE WINDOW...

SWIFTLY, SURELY IT MAKES ITS WAY ACROSS THE FLOOR...

...ENTERS PETER'S CLOSET, AND WAITS.

IT'S NO USE. I'M TOO RESTLESS TO WATCH TV. TIRED AS I AM, MY ADRENALIN IS STILL PUMPING OVER MY SPLIT FROM THE CAT.

MAY AS WELL SLIP MY COSTUME BACK ON. MAYBE SOME WEB-SWINGING WILL HELP ME BLOW OFF STEAM.

UH-OH! DON'T MISS THE ALL NEW **WEB OF SPIDER-MAN #1** TO SEE WHAT HAPPENS HERE. THEN COME BACK FOR THE NEXT ISSUE OF **SPECTACULAR SPIDER-MAN**... IF THERE **IS** A NEXT ISSUE!

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WEB OF SPIDER-MAN

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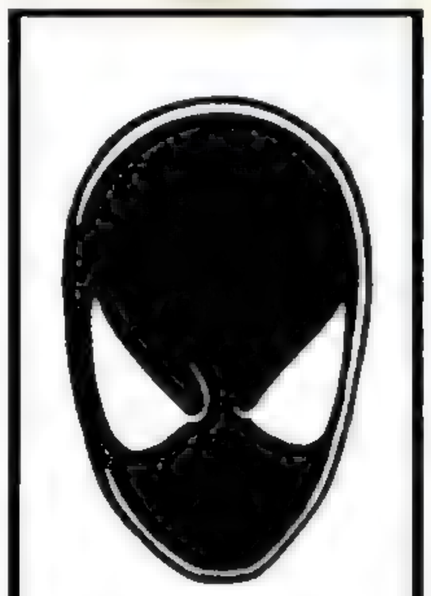

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'TIL DEATH DO US PART!

I'M JUST BEING *PARANOID!*

THAT'S GOTTA BE IT! I JUST BROKE UP WITH THE *BLACK CAT* *, AND EVEN IF WE BOTH KNOW IT'S FOR THE BEST, SHE'S FURIOUS WITH ME!

IT'S COLORING MY WHOLE OUTLOOK! *THAT'S* WHY I'VE GOT THIS FUNNY FEELING... ALMOST LIKE SOMEBODY'S OUT TO GET ME!

OOH, BAMBI! LIKE, IT'S SO *COLD* OUT HERE! BUT... THE SUN LOOKED SO WARM!

IT'S THE GIRLS NEXT DOOR... UP ON THE *ROOF* AGAIN! RATS!

* *IT HAPPENED IN PETER PARKER #100 A COLLECTOR'S ITEM FOR SURE! -- OWZ.*

BRRR! NOBODY SUNBATHES IN WEATHER LIKE THIS, RANDI! NOT EVEN US!

YEAH, BAMBI! LET'S GET BACK INSIDE! FAST!

SO... THOSE NUTTY TEEN-AGE SUNBUNNIES HAVE FINALLY REALIZED IT'S AUTUMN!

TOOK THEM LONG ENOUGH! THEY MUST BE YOUNG! AND RIGHT NOW I'M FEELING AS OLD AS METHUSALA!

WHAT YOU NEED, PETER PARKER, IS A NICE JAUNT AROUND TOWN...

...COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! SHAKE LOOSE THE COBWEBS! PERK YOU RIGHT UP!

...THE ONE THAT TURNED OUT TO BE AN ALIEN SYMBIOT!

I'D WORN IT TO THE BAXTER BUILDING TO VISIT THE FANTASTIC FOUR...

...AND REED RICHARDS EXAMINED IT... AND DISCOVERED IT WAS A LIVING PARASITE-- AND THAT IT WAS TRYING TO GRAFT ITSELF ON-TO ME!

AND IT REFUSED TO COME OFF! HOO BOY! REED FINALLY MADE IT LET GO BY BLASTING IT WITH A SONIC GUN!

HE SAID IT WAS JUST A MATTER OF TIME BEFORE IT TOOK ME OVER COMPLETELY!

HEY, I MUST BE GETTING USED TO MY OLD RED AND BLUE COSTUME AGAIN!

FEELS AS COMFORTABLE AS THE SHAPE-SHIFTING BLACK ONE I GOT ON THE SECRET WARS...

WONDER WHAT HE MEANT BY THAT?

OLYMPIC XXI

I GUESS WHAT'S REALLY WORRYING ME ARE THE RUMORS ABOUT A *BLACK SHADOW* SNAKING AROUND TOWN AND TAKING PEOPLE OVER!

MAYBE I SHOULD CALL REED, JUST TO MAKE SURE MY ALIEN COSTUME'S STILL *LOCKED AWAY!*

AW! SURE IT IS! THE FF DON'T KNOW MY SECRET IDENTITY, BUT IF IT *HAD* ESCAPED, THEY'D HAVE CONTACTED ME SOMEHOW...

...WOULDN'T THEY?

EMPTY! GOTTA ADD NEW WEB FLUID TO MY WEB SHOOTERS AND...

HEY, WHERE'S MY CARTRIDGE BELT? AND MY HOOD AND GLOVES? PROBABLY DROPPED INTO THE BOTTOM OF THE CLOSET!

DARN! SERVES YOU RIGHT, PARKER, FOR HANGING IT UP, INSTEAD OF THROWING IT ON THE CHAIR AS USUAL!

I STILL HAVE THIS FUNNY FEELING, THOUGH! THINK I'LL *VISIT* REED SOON AS I'M DRESSED!

JUST TO MAKE *SURE!*

OH...

NO!

WHILE IN MANHATTAN'S LOWER EAST SIDE...

WHY, GRIPES, GUESS WHAT DAY THIS IS? AND THIS LOVELY LADY WALKING HOME FROM THE BANK ALL ALONE...?

NO FOOLIN', SUGAR FACE? IT'S SOCIAL SECURITY CHECK DAY?

C-COME ON, G-GUYS! DON'T! YOU'LL S-SPOIL EVERYTHING! SOMEBODY'LL S-SEE!

GIMME A BREAK, PIGEON!

NO! P-PLEASE! HOW'LL I BUY FOOD? PAY THE RENT?

THAT'S ALL THE MONEY I HAVE IN THE WORLD!

NOT ANY MORE, BABE!

BUT S-SUGAR FACE! GRIPES! LISTEN TO ME!

W-WITH THE BANK ROBBERY WE JUST PULLED USING OUR W-WINGS, WE DON'T NEED TO M-MUG PEOPLE ANY M-MORE!

HONCHO'S PROBABLY FINISHED FIXING THEM BY NOW... AND IF HE FINDS OUT WHY WE'RE LATE, HE'LL BE M-MAD!

SO WHO'S GOING TO TELL HIM, PIGEON? YOU...?

HEY! WHAT *KEPT* YOU GUYS?

IT'S A NICE DAY! WE WENT FOR A WALK!

SO *SUE* US! IT'S *GREAT* BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!

ALL YOU DID WAS *WALK*, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS *SPIDER-MAN!*

WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO *JAIL!*

S-SEE? I *S-SAID* HE'D BE MAD!

SHUT UP, PIGEON!

SO *SPIDER-MAN* NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOME-BODY'S POCKET! BIG DEAL!

BEIN' SO ALMIGHTY SMART, MISTER FANCY *ENGINEER*, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!

NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE *VULTURE!*

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM ...

...AND TALK TO HIM... *LOTS!*

Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO *ANYBODY!*

PARTICU-LARLY SOME-ONE WHO ADMIRED HIS ENGINEERING GENIUS!

AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME ...ONCE WE WERE OUT!

GIMME A BREAK, HONCHO!

IF THAT OLD DUDE THOUGHT YOU WERE SMART ENOUGH TO MAKE US VULTURE WINGS LIKE THIS...

...HE'D NEVER HAVE SAID ***ONE WORD*** TO YOU!

TRUE! NOR DID HE FIGURE WE'D BE SUCH MODEL PRISONERS AND GET OUT OF STIR THIS FAST!

...BUT WHETHER HE LIKES IT OR NOT, HE HATES ***SPIDER-MAN*** AS MUCH AS WE DO...

...AND HE GAVE US THE MEANS TO DESTROY HIM-- ONCE AND FOR ALL! SO LET'S DO IT!

GRIPES, PUT THOSE AWAY!

I'VE DESIGNED WEAPONS TO GO WITH THE COSTUMES BUT ***THIS*** IS A ***SCOUTING*** EXPEDITION, REMEMBER?

WE HAD A LITTLE TROUBLE WITH OUR SUITS EARLIER AND WE'RE GONNA FLY AROUND AND TEST THEM OUT!

NOW SPLIT UP! STAY IN TOUCH THROUGH THE MIKES I BUILT INTO OUR HOODS!

AND IF ONE OF YOU SPOTS ***SPIDER-MAN***, UNDER NO CIRCUMSTANCES WILL YOU TACKLE HIM ALONE!

CALL THE REST OF US-- AND JUST ***WATCH!*** WE'RE GOING TO WAIT TILL WE CAN CATCH HIM AT A REAL DIS-ADVANTAGE!

AND THEN WE'RE GOING TO ***MORE*** THAN SIMPLY ***DESTROY*** HIM!

MEANWHILE, IN PETER PARKER'S CHELSEA APARTMENT...

I *WASN'T* BEING PARANOID!

YOU *DID* ESCAPE FROM THE BAXTER BUILDING!

SNUCK INTO MY APARTMENT... THROUGH MY SKY-LIGHT, MAYBE... AND DISGUISED YOURSELF AS MY OLD COSTUME...

...JUST TO *TRAP* ME! TO MAKE ME THINK I WAS WEARING MY OLD DUDS...

...AND ALL THE WHILE, YOU'D BE BONDING WITH ME... TRYING TO TAKE ME OVER!

BUT YOU WERE SCARED FOR ME TO VISIT THE FF, WEREN'T YOU? SCARED I'D LEARN THE TRUTH!

CRUNCH-

ANNGGG!

YOU HAD TO KEEP ME AWAY FROM THE BAXTER BUILDING AT ALL COSTS, EVEN IF IT MEANT REVEALING YOUR TRUE IDENTITY!

WELL GET *THIS*, YOU *ALIEN CREEP!* WE'RE PAYING REED RICHARDS A VISIT, WHETHER YOU LIKE IT OR NOT!

GOTTA REACH THE *BAXTER BUILDING!* MAKE REED GET IT *OFF!* IF HE *CAN!*

WHAT IF IT'S BONDED WITH ME *ALREADY?!?*

NO! DON'T PANIC! KEEP CALM!

I'LL SWING THERE! IT USED TO OBEY MY MENTAL COMMANDS! GOTTA MAKE IT SHOOT A *WEB LINE!*

SHOOT! *SHOOT!* DARN YOU!

SWELL!

NOT THE DIRECTION I HAD IN MIND!

NICE TRY, ALIEN, BUT NO DICE! I'LL JUST SWING 'ROUND AND--

THOP!

IT LET GO OF THE WALL! I DON'T BELIEVE IT!

VERY FUNNY, YOU ALIEN MONSTROSITY! SO FIRE *ANOTHER* ONE! *FIRE!*

WRONG AGAIN!

GET OFF OF ME, ALIEN!

BLAST YOU, GET OFF!

HEY! CAN'T LET GO OF THE POLE!

AND NOW I'M SWINGING BACK-WARDS!

TRYING TO MAKE ME YOUR PUPPET, ARE YOU, MONSTER?

CRASH!

WELL, IT WON'T WORK!

SMASH!

CAN'T LET IT WORK! CAN'T--

OUCH.

SLAM!

WHILE BLOCKS AWAY...

MAY! MAY PARKER!

MARY JANE! WHAT'RE YOU DOING HERE?

BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!

I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!

I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!

I-I'VE HEARD! BUT MAY, BEING A PHOTOGRAPHER'S NO DISGRACE! AND PETE'S GOOD!

LOOK! HIS SPIDER-MAN PHOTO'S IN THE BUGLE AGAIN!

SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!

I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE POINT! PETER LET HIS DREAM DIE!

BUT MAY, WHAT IF HE HAS A NEW DREAM? DOES IT MATTER WHAT HE DOES AS LONG AS HE'S HAPPY?

BUT HE WAS HAPPY BEING A SCIENTIST!

AND A PHOTOGRAPHER!

AND SPIDER-MAN-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!

THAT ONE'S PERFECT, MAY! BUY IT!

MAYBE LATER, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!

NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!

MEANWHILE...

HEY! LET ME GO YOU ALIEN CREEP! LET ME--!

WAIT! SURE I'M SCARED! BUT I CAN'T PANIC! IT'S THE PANIC THAT'S BEATING ME...NOT THE COSTUME!

HEY, GET OUTTA HERE, YOU COSTUMED LUNATIC! WHAT'RE YOU DOIN' OUT THERE, TWITCHIN' AN' MUMBLIN' TO YOURSELF?

YOU ON DRUGS OR WHAT? I'M WRITIN' THE BUGLE, IT'S A DISGRACE...

SHEESH!

THERE'S SPIDER-MAN! HONCHO SAID TO FIND HIM AND--

HEY, WHAT'S WRONG WITH HIM, ANYWAY? HE'S JERKIN' 'ROUND LIKE HE'S HAVIN' SOME KIND OF FIT!

SLAM!

DON'T ATTACK HIM, HONCHO SAID! JUST SIGNAL THE OTHER VULTURIONS WHEN I'VE FOUND HIM!

AN' KEEP MY EYE ON HIM TILL THEY ARRIVE!

DON'T PANIC! STAY CALM! THINK IT THROUGH! ASSESS THE SITUATION! I'M SMARTER THAN IT IS...

I HOPE!

AND I'VE STILL GOT THE PROPORTIONAL SPEED, AGILITY AND STRENGTH OF A SPIDER!

I CAN STILL STICK TO STUFF! ALL MY INNATE POWERS ARE INTACT!

EXCEPT MAYBE MY SPIDER SENSE! IF IT WAS WORKING, IT OUGHTA BE SHRIEKING!

WISH I HAD MY WEB SHOOTERS! TOUGH! IF I CAN'T SWING TO THE BAXTER BUILDING, I'LL JUST HAVE TO WALK THERE!

THE COSTUME CAN'T STOP ME FROM DOING THAT!

WRONG AGAIN, HUNH? YOU'RE A *MIND-READER*, RIGHT? IT FIGURES!

YOU KNEW MY THOUGHTS WELL ENOUGH TO OBEY MY MENTAL COMMANDS A WHILE BACK!

NO REASON THAT SHOULD STOP NOW!

SO YOU WON'T LET ME *WALK*, HUH? THEN LET'S SEE YOU STOP ME FROM HITCHING A *RIDE*!

I HAD TO ASK!

MY *SPIDER-SENSE* GOING OFF LIKE CRAZY! BUT WHY *NOW*?!? *AFTER* I ALMOST FELL TO MY DEATH?

I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A *BAD TRIP!*

BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER *VULTURIONS'D* BE A WASTE OF TIME!

ALIEN? WHAT ARE YOU, MAN, A *PSYCHO?* WHAT'RE YOU TALKIN' ABOUT?

THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S *ALIVE!*

NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING *WITH* HIM?

THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!

FRIENDS OF YOURS, ALIEN? *HAPPY* NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?

YOU NOTICED, DID YOU? WELL, WHAT DO *YOU* THINK?

I HEARD YOU HERO-TYPES WERE *STUCK UP*, BUT THAT'S RIDICULOUS!

HONCHO SHOULD'A LET ME BRING THE *GUN!* BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!

I'LL JUST FIND ME A TALL BUILDING TO *SPLAT* YOU AGAINST!

:SHEESH!: WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?

T-THERE HE IS, *HONCHO!*

YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!

TOOK ON *SPIDER-MAN* ALL BY YOUR LONESOME! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!

M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...

...BUT I AIN'T **NEVER** THOUGHT O-ONE OF US COULD BEAT **S-SPIDER-MAN** SINGLE-HANDED!

IT'S NOT JUST **US,** PIGEON! IT'S HIS **COSTUME!** **LOOK** AT IT! IT'S GOT HIM HOG-TIED!

YEAH, HONCHO, I NOTICED THAT!

LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND **DROP HIM?**

A FALL LIKE THAT WOULD KILL EVEN THE GREAT **SPIDER-CREEP!**

HEY! HELPPP!

DON'T **LIKE** THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR **PUPPET,** RIGHT?

HONCHO! HELP! THE **COSTUME!** IT'S COMIN' AFTER **ME!**

WINGS *AND* A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?

AND HOW LONG HAVE I BEEN OUT?

BONGG! BONGG!

CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?

GOT TO GET LOOSE! *NOW!*

BONGG! BONGG!

SHOOT, DARN YOU!

RATS! YOU DON'T WANT ME **DEAD**, BUT YOU WON'T HELP ME GET **AWAY**, EITHER, WILL YOU, ALIEN?

ALIEN?

GUESS WE'LL HAVE TO DO THIS THE OLD FASHIONED WAY!

CHOK!

BONGG! BONGG!

HONCHO! TROUBLE!

SUGAR FACE! PIGEON! HE'S KNOCKED GRIPES OUT!

NOW HE'S LEAPING--

OBSERVANT LAD! LOOK OUT BELOW!

WHAP!

ugh!

THREE DOWN! ONE TO GO!

TO THE BAXTER BUILDING, JAMES, AND DON'T SPARE THE HORSES!

BONGG! BONGG!

SPLASH!

ALL I WANT IS A RIDE TO FF HEADQUARTERS, SO WHY DON'T YOU JUST COOPERATE?

YOU CAN'T SHAKE ME OFF--I'VE GOT STICKING POWER!

SO LET'S GET GOING! REED RICHARDS' *SONIC BLASTER*'S THE ONLY THING I KNOW THAT'LL--!

NO! I CAN'T COUNT ON REACHING REED IN TIME! *GOT* TO GET THIS ALIEN OFF MY *BACK*-- NOW!

BUT *HOW*?

BONGG! BONGG!

EUREKA! HOW CAN I HAVE MISSED IT! SONICS!

HEY! I CAN'T SEE!

NO KIDDING! DOWN, JAMES! HEAD FOR THAT BELL TOWER!

HEY! DON'T TELL ME, ALIEN? YOU DON'T LIKE WHAT I'M THINK-ING, RIGHT?

WELL, I DON'T LIKE WHAT *YOU'VE* GOT IN STORE FOR *ME* EITHER!

ALIEN? WHAT'RE YOU TALKING ABOUT? YOU *CRAZY?*

WHAT'RE YOU DOIN'? YOU'RE PULLIN' OUT MY PINIONS! I WON'T BE ABLE TO *STEER!*

AWWW! POOR BABY! YOU MAY CALL YOURSELF A *VULTURION*, PAL...

...AND WEAR A VERSION OF THE *VULTURE'S* COSTUME...

... BUT THE *VULTURE* WOULD NEVER LET ME *NEAR* ENOUGH TO PULL A STUNT LIKE *THIS!*

...AND NO ALIEN *BODY SNATCHER*'S GONNA *STOP* ME!

BONG! BONG!

SOUND-- A BLAST OF *TRUMPETS*-- SHATTERED JERICHO'S WALLS, BUBBIE!

I'M GAMBLING A *PEAL OF BELLS* 'LL SHATTER THIS *COSTUME*...

BONG!

... BEFORE IT SHATTERS *ME!*

NO! THE NOISE! THE *PAIN!* I CAN'T STAND IT!!!

GO ON! GET OUT!

BONG!

YOU MAY BE A CROOK... BUT I DON'T WANT YOUR *DEATH*... ON MY CONSCIENCE!

SOUND! THAT'S THE ANSWER, ISN'T IT?

THESE BELLS MAY TURN MY BRAINS TO JELL-O, BUT IT SURE AS HECK'S GONNA GET YOU, PAL!

BONGGG!

BONGGGGG!

DON'T YOU SEE? I COULDN'T *STAND* BEING A PUPPET! I'D RATHER *DIE!*

AND WHAT GOOD WOULD I BE TO YOU THEN?!

BONGGG

MIGHT... AS WELL JUST *LEAVE*... GO BEFORE...

...I LOSE MY SENSE OF *HUMOR* ABOUT THIS...

BONGG

BONGGG!BONG

ONGGG!BONG

FUNNY...

...CAN'T HELP THINKING ABOUT...

BONGGG!

BONGGG!

BONGGG!

BONG!

BONG

...AUNT MAY...

BONGGG!

AUNT MAY... MAD AT ME... FOR QUITTING GRAD SCHOOL! WISH I'D HAD THE CHANCE... TO MAKE IT UP TO YOU... AUNT MAY...

BONGG!

AN' MARY JANE... YOU KNEW... MORE THAN ANYONE... HOW DANGEROUS IT WOULD BE...

...TO LOVE SPIDER-MAN...

HARRY'S BABY... MY GODSON... NEVER HAD... A GODSON BEFORE...

...'CAUSE ONE DAY... SOMETHIN' LIKE *THIS*... WAS BOUND TO HAPPEN...

BONGGG!

BONGGGG!

ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!

BONG!

BONGGG!

HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY...FEAR GREED, EXCITEMENT, RESPONSIBILITY, LOVE!

BUT SYMBIOSIS IS A TWO-WAY STREET!

BONGGG!

BONGGGG!

BONGGG!

THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.

BONGGG!

BUMP!

BUMP!

BUMP!

BUMP!

BUMP!

BONGGG!

BONGGGG!

AND IN FEELING, TO ACT!

BONGGG!
BONGGGG!

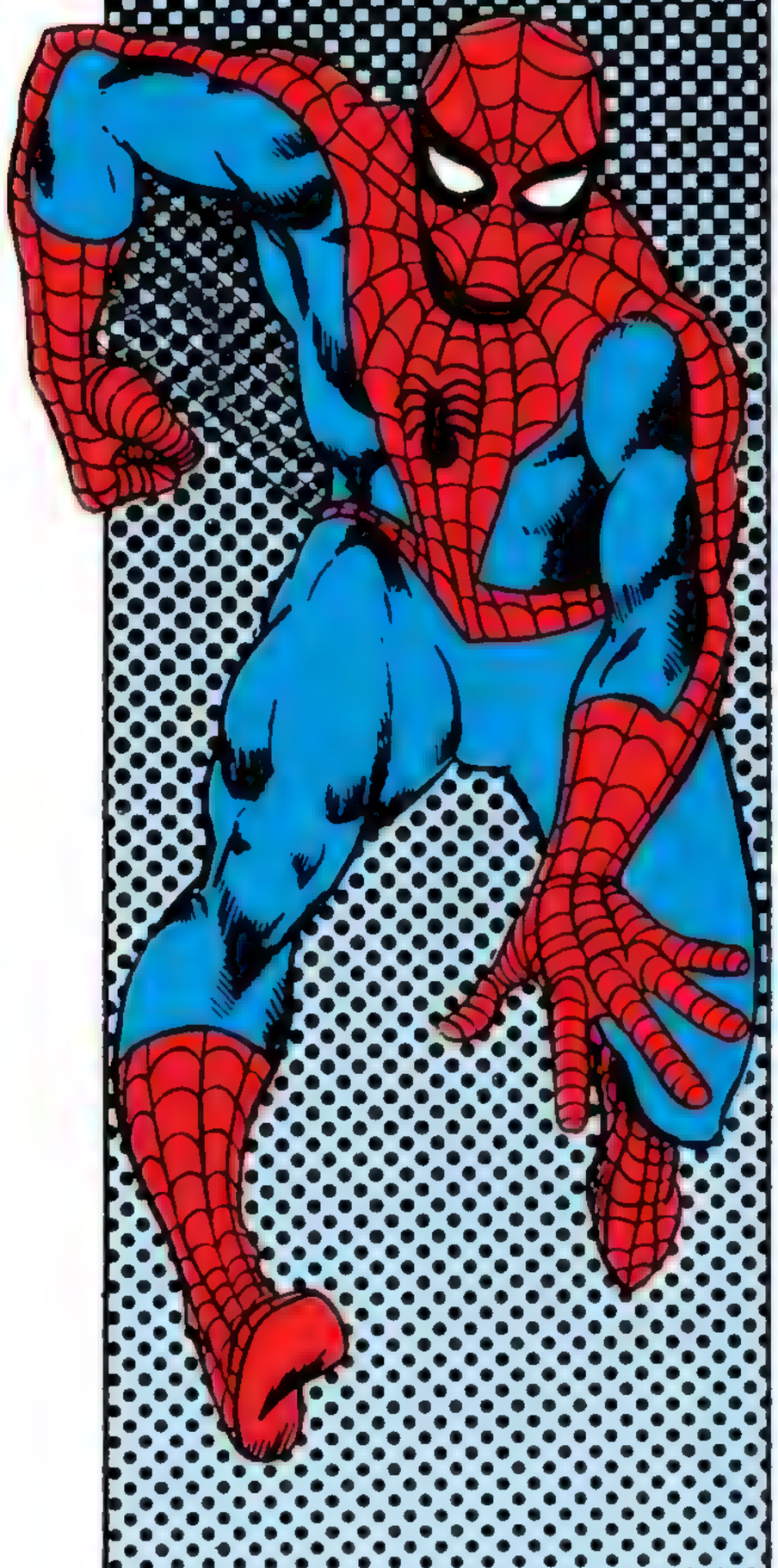
IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?

IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!

FINI.

COSTUME SKETCHES BY RICK LEONARDI, FROM *MARVEL AGE #12*
BLACK COSTUME DESIGNED BY MIKE ZECK

NEW DIRECTIONS FOR SPIDER-MAN®



by Bob Sodaro and Mark Lerer

The story by now is history. Several years ago, while attending a demonstration of radioactivity, student **Peter Parker** was accidentally bitten by a dying spider that had been exposed to deadly radiation. To his surprise, **Peter** did not get ill, but rather developed powers which mimicked those of the spider. He now possessed enhanced strength, speed, agility, and the strange abilities to cling to walls and sense danger. Deciding at first to use his new powers to cash in, **Peter** designed a **Spider-Man** costume and, using his scientific brilliance, constructed artificial web-spinning devices. After appearing on TV, the amazing **Spider-Man** became an overnight sensation. Soon, though, the tragic death of his **Uncle Ben**, which **Peter** could have prevented, taught **Spider-Man** the lesson that with great power must come great responsibility. A phenomenal crime fighting career began.

In the years since, **Spider-Man** has fought every kind of threat, from simple thugs to criminal masterminds, from super-powered hoods to cosmic world-beaters. He has battled alongside nearly every superpowered champion, and adventured everywhere from his home in New York City to the mystic realms of **Dr. Strange**.

Now **Spider-Man** undergoes a series of dramatic changes, as the direction of the world's most popular super hero takes an innovative and bold turn under the editorship of **Danny Fingeroth**. The old creative team leaves, making way for **Tom DeFalco**, writer, and **Ron Frenz**,

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penciler, for **THE AMAZING SPIDER-MAN. PETER PARKER, THE SPECTACULAR SPIDER-MAN** will now be written and penciled by the versatile **Al Milgrom**. **MARVEL TEAM-UP**, which regularly stars **Spidey** in tandem with different Marvel heroes, has not yet been assigned a permanent writer; for a few months scripts from **Tony Isabella**, **David Michelinie**, and **Cary Burkett** will amaze you, penciled by **Spider-Man's** newest artist, **Greg LaRocque**.

Why the changes? After all, **Spider-Man** is the world's most popular super hero as he is! **Danny Fingeroth** let us in on his personal view. "Simply put, life changes people, and **Spider-Man** was due for a change!" First, **Spider-Man** has a new costume. Next, **Peter's** personal life will take turns that readers never thought possible. Third, participation in the cosmic confrontation shown in **MARVEL SUPER HEROES: THE SECRET WARS** has changed **Peter**, his outlook, and the ways he reacts to ordinary provocations at home. These adjustments will cause many unexpected situations!

Where will **Spider-Man's** new scribes take the web-slinger? That's a closely guarded secret. A new villain named **the Rose** lurks. He's not what you'd expect an underworld crime master to be like! Also upcoming are menacing appearances by **Jack O'Lantern**, **the Red Ghost**, and of course, **the Hobgoblin**. Watch out, though — there'll be a strange twist in **the Hobgoblin** storyline — so if you thought you had the true identity of this mysterious bad guy figured out, you might have to scratch your pet theory and guess again!

Al Milgrom's stories for **SPECTACULAR SPIDER-MAN** will have a style not unlike his free-wheeling **U.S. 1 Limited Series**. **Danny** set us straight: "Oh, there'll be a lot less punning, and the humor will be a bit more sophisticated than **U.S. 1**. But **SPECTACULAR SPIDER-MAN** will be a more light-hearted book than the other **Spider-Man** titles."

The baleful **Blob** — coming soon to the pages of **Spider-Man**!

All this and the **Black Cat**, to boot!

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MARVEL TEAM-UP, the third **Spider-Man** title, will see the wall-crawler team up with the new **Iron Man**, **Moon Knight**, **Daredevil** and **the Black Widow**, and **Nomad**. **Danny's** policy asserts that there will be convincing reasons for **Spidey** to meet with these and the many other super heroes he'll encounter. Future team-ups will have reasonable causes — and will not occur by coincidence or random happenstance.

You've all seen **Spider-Man's** sleek new costume here in the pages of **MARVEL AGE MAGAZINE**. **Spidey** receives this new set of duds in **THE SECRET WARS**. What you may not know is that this outfit does more than *look* different — it obeys **Spider-Man's** mental commands! No more having to stop and change clothes for **Peter**! There are more surprises, too — not everything about this new costume is *good*!

Felicia Hardy, **the Black Cat**, will play a major role in **Spider-Man's** future, being the current love of his life. We asked **Danny** if the **Black Cat** would marry **Spider-Man**. A sly grin appeared on **Danny's** face. All he would say was, "With love, there is always the chance for marriage. But there is also the chance for tragedy!" We have no idea what he meant by this cryptic remark, but we do know that **the Black Cat** will figure prominently in all three **Spider-Man** titles.

Danny pays close attention to the tight continuity between the three **SPIDER-MAN** books. "I want to intertwine the three books," he explained, "to make one continuous saga. But while the three titles will interrelate, you'll be able to read each as a single story."

It seems that as much about **Spider-Man's** future is unknown as is known! All we know for sure is that the last twenty years have been eventful ones for the **Amazing Spider-Man**, and the style and approach of **Danny** and the new creative crew will insure that the next twenty are off to a flying start!

THE NEW WEB OF SPIDER-MAN™

by **Dwight Jon Zimmerman**

It began as the brainchild of Marvel Editor-in-Chief **Jim Shooter** and has quickly become the most talked about new series since **SECRET WARS** — weeks before the first issue hits the stands! What sort of comic could spark such a Bullpen-burying torrent of letters? Only the debut of a new comic book series that combines the efforts of some of Marvel's most exciting talents with one of its most famous super heroes! The result is a whole new world of stunning monthly adventures about everyone's favorite wall-crawler in **WEB OF SPIDER-MAN!**

As if that weren't enough of a blockbuster, the first issue kicks off with the story that Spidophiles everywhere have been demanding to read — the final confrontation between **Spidey** and his new costume! **Louise Simonson**, who has already gained an enthusiastic following with her scripting on **POWER PACK** and **STARRIORS**, continues for the first three issues of **WEB**, the chronicling of **Spider-Man** that she began in **TEAM-UP**. Then, with the fourth issue, **Danny Fingeroth**, the long-time **Spider-Man** editor himself, takes over the writing helm! In addition, penciler **Greg LaRocque** carries over to the new series the pulse-quickening visuals that were his hallmark on **TEAM-UP**. Riding herd over all is the new **Spider-Man** editor, **Jim Owsley**, who confesses that he feels like he's in the ultimate catbird seat.

"I feel honored and nervous," **Jim** said. "**Spider-Man** is *the* character around here, so to be the new guy on the editorial block, and to be entrusted with this line of titles is very flattering. At the same time, it's an awesome responsibility. I hope I don't fall on my face and make everybody laugh at me."

There is little chance of that, for there are many exciting plans in the works, not just for **WEB**, but for all the **Spider-Man** comics! The final battle between **Spidey** and his costume promises to be only the first in a long line of events and surprises in **WEB OF SPIDER-MAN** alone. "I'm introducing some new villains," **Louise** said. "They are called **the Vulturions**. They're some people who have managed to steal and duplicate **the Vulture's** costume. And they wind up giving **Spidey** a lot of problems!" **Louise** also mentioned that her stories begin to explore **J. Jonah Jameson's** activities, now that he's turned the operations of the Daily Bugle over to **Robbie Robertson**. "It starts out as a secret project," **Louise** said. "**JJJ** is mad at **Robbie** because he refuses to continue **Jonah's** anti-**Spidey** campaign in the Bugle. So **JJJ** starts work on reviving **NOW** magazine as a slick format to continue his attacks on **Spider-Man**.

It is with the fourth issue that things will really take off. But what happens then must remain a mystery because as regular **WEB** scripter **Danny Fingeroth** said, "The story is a mystery, so I can't tell too much for fear of spoiling the suspense. But I will say that **Doc Ock** returns. And he is the pawn of this mystery villain who will be making **Spidey's** life very miserable."

The concept of transforming **MARVEL TEAM-UP** into **WEB OF SPIDER-MAN** began months ago when Editor-in-Chief **Jim Shooter** explained his new idea to then-**Spider-Man**-editor **Danny Fingeroth**. "I was resistant to it at first," **Danny** said. "I was worried about how we could keep a distinct identity for the new title." But the more he got involved with the project, the more possibilities he saw, and the more excited he became. So much so, in fact, that when **Danny** left his editing position to again become a freelance writer, everyone agreed that he should take over regular scripting chores on **WEB** after **Louise's** stint was over.

In the overall plan of keeping the **Spider-Man** comics different from each other, **WEB** will primarily focus on **Peter's** professional life. "Obviously, all the people in all the **Spider-Man** comics will be used to varying degrees in each title," **Jim Owsley** said. "But **WEB** will tend to concentrate on **Peter's** association with **J. Jonah Jameson's** revived magazine, **NOW**. **Peter** will also be taking some photography lessons. He has to, because **JJJ** wants him to become a world-class photographer in keeping with this up-scale slick magazine. And as a result of his work on the magazine, **Peter** will be traveling more. We are thinking of taking **Spider-Man** to London. Marvel UK, the British publisher of Marvel Comics, is dying to have **Spidey** in London. They produce their own original stories about **Spidey**. But all those British stories are set in New York. By us publishing stories of **Spider-Man** in London, Marvel UK can then do their own adventures of **Spider-Man** in the

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Spider-Man has serious wardrobe problems in **WEB OF SPIDER-MAN** #1!

UK. For the same reason our French publishers would like to see **Spidey** in Paris. So with **Peter** becoming the world-class photographer that we hope happens, all this — and adventures in other exotic locations, too — will be possible."

The task of ensuring that the identities and continuities of **AMAZING SPIDER-MAN**, **PETER PARKER, THE SPECTACULAR SPIDER-MAN** and **WEB OF SPIDER-MAN** stay distinct and consistent might appear formidable. But **Jim** had a quick response to that concern. "**Danny Fingeroth**, my predecessor, created an excellent way of solving this potential problem," **Jim** said. "It's the **Spider Writers' Conference**. It's a regular once-a-month meeting where the editor and all the **Spider-Man** writers get together for lunch and discuss their plans. Mostly we eat. But once we're done eating, and have eaten everything in sight, we start tossing out ideas and informing each other about what we're doing. It's a great system."

It was during one of these conferences that the details of the first issue of **WEB** were worked out. Everyone agreed that the first issue of **WEB** should have the final battle between **Spidey** and his new suit. But as **Danny** who was the then **Spider-Man** editor then recalled, *how* it would be done was another matter.

"It turned into a big controversy," **Danny** said, "because **Al Milgrom**, the writer of **PETER PARKER**, **Tom DeFalco**, the writer of **AMAZING**, **Louise** from **TEAM-UP** and I all had different ideas on how it should be done."

It quickly emerged that their real difficulty lay not in how the confrontation between **Spidey** and his costume should happen, but in selecting which one of all the great ideas that were being tossed out during the conference should be used. Fortunately, the choice was made, and **Louise** had the springboards she needed to complete the landmark first issue of **WEB OF SPIDER-MAN**.

When asked about her writing stint on **Spider-Man**, **Louise** said enthusiastically, "It was a lot of fun! **Spider-Man** was the first character I read who made me understand what super heroes are all about. And I think that **Spider-Man** is so special that it is virtually impossible to write him badly!"

Danny added, "Everyone in this industry, I've noticed, gets passionately involved with whatever project he's working on. And I'm the same way. When I became the editor of the **Spider-Man** comics, I found myself quickly becoming obsessed with **Spider-Man**. Quite often, when I was reading a newspaper story about some crisis, I'd catch myself wondering, 'Gee, how would **Spider-Man** have handled this?' Not too long ago I was sitting in a park, working on a **WEB** plot. And things were really cooking! I was writing a fight scene between **Spidey** and these truck hi-jackers in a dark warehouse — and I was really getting into the fight! I couldn't wait for **Greg LaRocque** to draw it! As you can guess, I'm really happy to be writing **WEB**, and I'm also happy that **Greg** is the artist. He did great stuff on **TEAM-UP** and he's really thrown himself into **WEB** and produced art that really shines!"

"The teams on all the **Spider-Man** comics are all fantastic," **Jim Owsley** said. "They all work well together. And they all understand each others' needs. One of the reasons for that is that all three writers of the **Spider-Man** comics used to be editors of the **Spider-Man** titles as well! And here I am, the new editor, trying to tell them what to do! But there are no problems with anyone. We all live in the New York City area, so phone calls and face-to-face communication are real easy. This is really important because **Spider-Man's** world has to remain consistent. And communication between all the people writing his adventures ensures that happening."

Along with the advent of **WEB OF SPIDER-MAN**, another important change has been made. The schedule of the **Spider-Man** comics was restructured so that now a new **Spider-Man** comic comes out every week beginning in **December**! So hang out your Christmas stockings over the fireplace early because if you've been good, you just might find in that stocking a Christmas copy of **WEB OF SPIDER-MAN** #1!

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THE ORIGINAL, UNRETOUCHED VERSION OF *MARVEL SUPER HEROES SECRET WARS #8*'S COVER ART, BY MIKE ZECK & JOHN BEATTY. SPIDER-MAN'S HEAD AND LEGS WERE REDRAWN FOR THE FINAL PRINTED COVER.

VIEWED THRU GLASS WINDOW

THE PAPER LOOKS GOOD, ROBBIE-- *REAL GOOD!*

THIS LEAD STORY WILL HAVE EVERY-ONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.

I'M GLAD YOU'RE PLEASED, JONAH.

I HAVE ONLY ONE COMPLAINT...

YOU NEVER ONCE CONFRONTED THE QUESTION OF *SPIDER-MAN'S* INVOLVEMENT!

IS HE BEHIND THESE DISAPPEAR-ANCES? WHAT DOES HE HOPE TO GAIN?

SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE *DAILY BUGLE*, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE--

--I'M GOING TO RUN THIS NEWSPAPER *MY* WAY!

DAILY BUGLE

IF YOU WANT TO KEEP PERSECUT-ING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES-- AND NOT IN MY HEADLINES!

IS THAT UNDERSTOOD?

HARUMPHH! I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!

SO DO I. I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...

THEY'VE BEEN GONE FOR DAYS!

MEANWHILE, IN THE ***SHEEP MEADOW*** *OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION--*

--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!

SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN --

LOOK!

THAT'S THE THING WHICH KIDNAPPED THE HEROES! *IT'S BACK!* HOW--? WHY--?!

3

***AMAZING SPIDER-MAN #252*, PAGE 3 ART BY RON FRENZ & BRETT BREEDING**
COURTESY OF HERITAGEAUCTIONS.COM

SPIDER-MAN #252 P. #11 15

PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?

LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!

I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!

I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!

YES...YES...OF COURSE I FORGIVE YOU...IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!

"SOMETIMES WORRY"?!

MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!

HUSH, NATHAN! PETER'S TALKING...

THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!

SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!

WELL, THEN YOU CAN EXPECT ME!

IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!

I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!

THIS ONE'S TO MY LADY--

"--FELICIA HARDY, THE *BLACK CAT!*"

BRRRING! BRRRING! BRRRING!

NO ANSWER! I WONDER WHERE SHE COULD BE?

FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!

I'M GETTING BETTER AND BETTE

BURMA SH

IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!

***AMAZING SPIDER-MAN #252*, PAGE 11 ART BY RON FRENZ & BRETT BREEDING**
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SPIDER MAN #252

18

SHORTLY...

THEY MAY NOT BE COSMIC PROBLEMS-- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!

I COULD REALLY USE SOME BIG BUCKS!

HEY, I WONDER IF--

POP!

MY CAMERA!

MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!

GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!

I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND *SOON!*

BUT NOW--

"--I'VE GOT SOME FILM TO DEVELOP!"

I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE--

--BEFORE I RAN OUT OF FILM!

RED LIGHT

WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM-- BUT I HAD NO IDEA *HOW* WEIRD!

BEAUTIFUL ...AND YET, SO VERY TERRIFYING!

I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!

RED LIGHT

14

AMAZING SPIDER-MAN #252, PAGE 14 ART BY RON FRENZ & BRETT BREEDING
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OH, YEAH? LIKE *WHAT--?!*

TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE--AND *IT STINKS!*

WE'VE GOT *NOTHING* GOING FOR US!

YOU'RE WRONG, JUSTIN!

REAL WRONG!

THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!

HUH?

Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--

--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!

HEY! WHAT ARE YOU DOING?!

I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--

HOLD SKY FOR COLOR *

--IT'S WEB-SWINGING TIME!

YIPES! I THINK I'M GONNA BE SICK!

DON'T YOU DARE, JUSTIN!

HEY, MISTER! ARE YOU CRAZY--?!

MAYBE! WE'LL LEARN SOON ENOUGH!

19

***AMAZING SPIDER-MAN #252*, PAGE 19 ART BY RON FRENZ & BRETT BREEDING**
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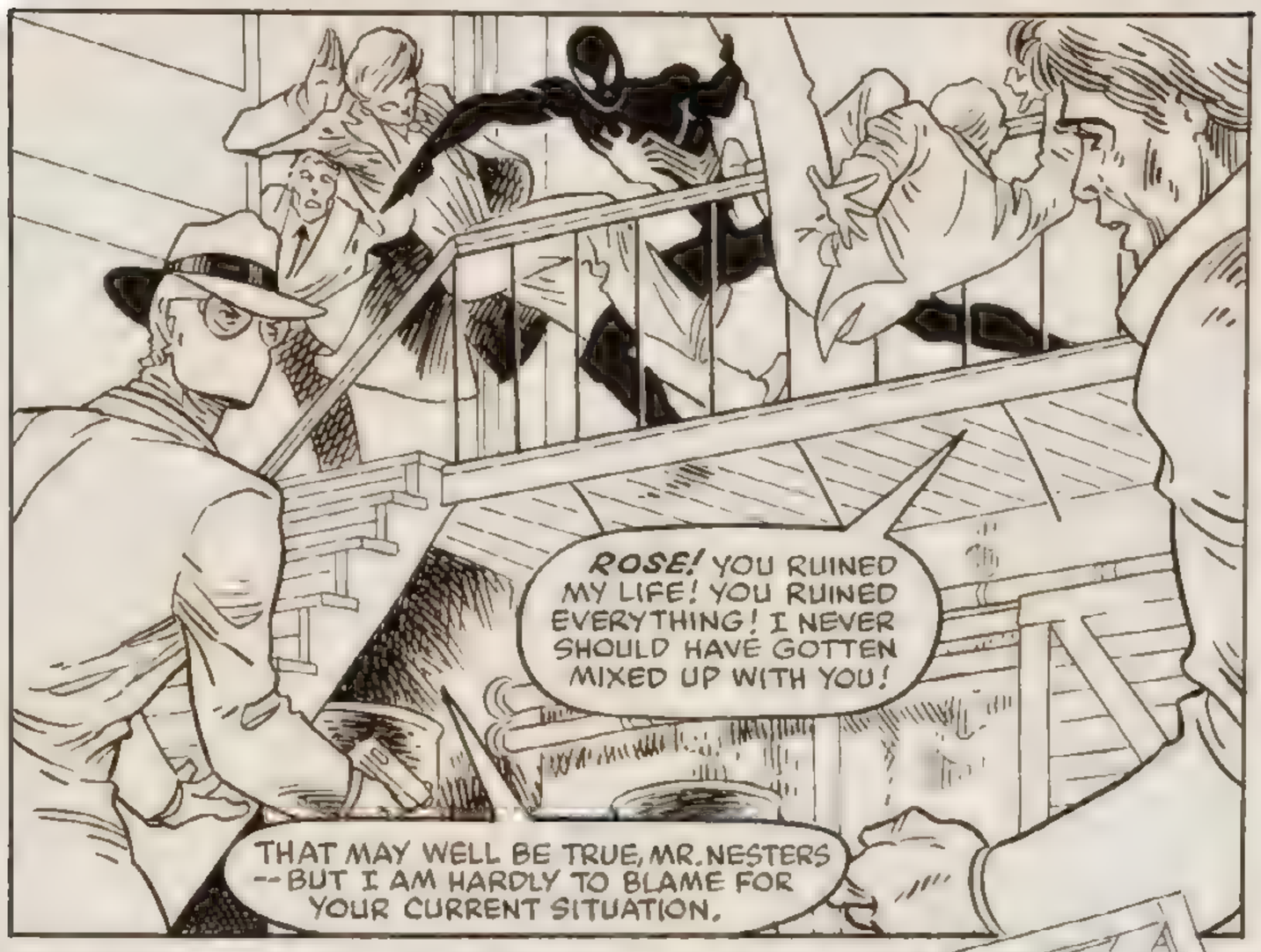

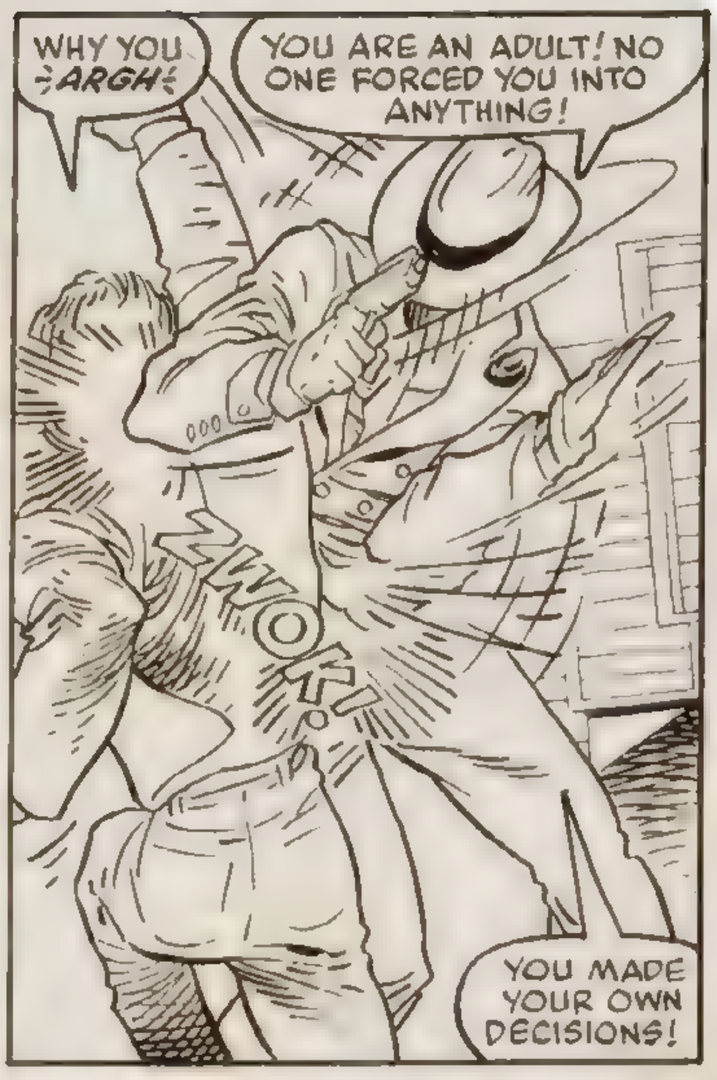

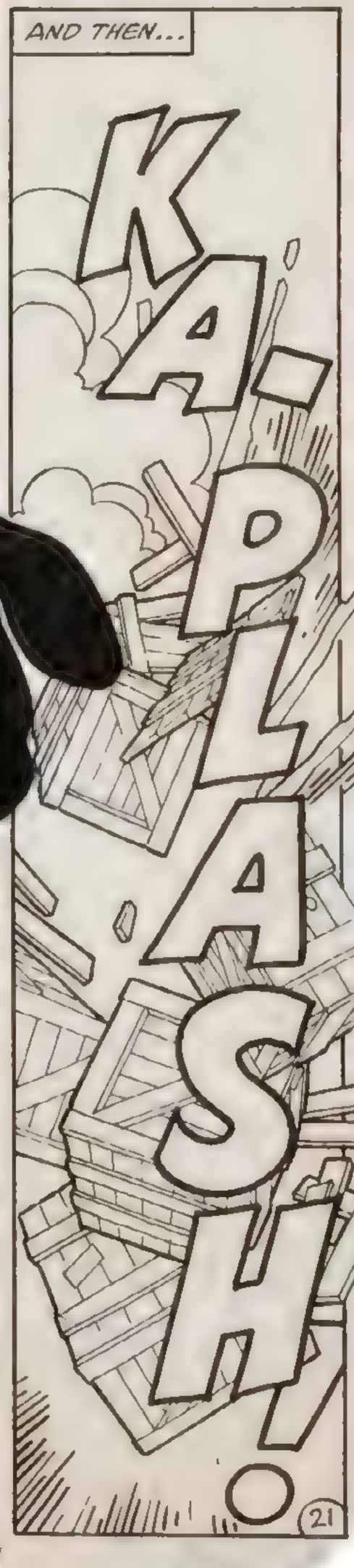

AMAZING SPIDER-MAN #253, PAGE 21 ART BY RICK LEONARDI & BILL ANDERSON
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MARVEL TEAM-UP #143 COVER ART BY GREG LAROCQUE & JOSEF RUBINSTEIN
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YET THE TROUBLES OF CHINATOWN DO NOT ESCAPE THE NOTICE OF THE REST OF THE CITY...

DAILY BUGLE

BETTY-- WOULD YOU GET PETER PARKER ON THE LINE FOR ME?

I'VE GOT SOME WORK FOR HIM.

I WOULD-- EXCEPT THAT HE HAPPENS TO BE STANDING RIGHT HERE BESIDE ME!

HM! SO HE DOES!

YOU MEAN... YOU'D ACTUALLY DEIGN TO GIVE ME AN ASSIGNMENT, ROBBIE?

COME ON, PETE. YOU KNOW I'VE BEEN SO CRITICAL OF YOU LATELY FOR YOUR OWN GOOD!

NOW, LISTEN-- WE'VE GOT AN UPCOMING STORY ON ALL THE STREET VIOLENCE THAT'S BROKEN OUT IN CHINATOWN--

--A PIECE THAT WOULD BE HELPED IMMEASURABLY BY SOME ACTION-PACKED ON-THE-SPOT PHOTOS!

SAY NO MORE, MR. EDITOR-IN-CHIEF! I'M ON MY WAY!

BE CARFFUL, PETER.

A BUGLE-FINANCED RIDE LATER...

A CROWD OF PEOPLE OUTSIDE THAT RESTAURANT. MIGHT MEAN NOTHING... ON THE OTHER HAND, IT COULD BE THE BEGINNING OF *TROUBLE!*

HERE, DRIVER, KEEP THE CHANGE.

LIN CHOW RESTAURANT

SURE YOU CAN AFFORD IT, BIG SPENDER?

HMMM... MOST OF THAT CROWD ARE WEARING THE SYMBOL OF THE TIGER'S-CLAW!

I'D BETTER STICK CLOSE -- AS MOON KNIGHT!

I JUST REALIZED--! THAT'S THE RESTAURANT OWNED BY THE UNCLE OF MY OLD SCHOOLCHUM, PHILIP CHANG! WONDER IF PHIL STILL WORKS THERE?

...BUT WE *MUST* TALK TO PHILIP! SURELY YOU UNDERSTAND HOW URGENT OUR NEED IS!

I TELL YOU, MY NEPHEW IS NOT HERE! I DO NOT KNOW WHEN HE WILL RETURN!

VERY WELL... BUT WE OF THE TIGER'S CLAW DO NOT GIVE UP EASILY. WE WILL RETURN.

THOSE GUYS SURE SEEM ANXIOUS TO SEE PHIL. WONDER WHY-- *HUH?*

5

***MARVEL TEAM-UP #144*, PAGE 5 ART BY GREG LAROCQUE & MIKE ESPOSITO**
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WEB OF SPIDER-MAN #1, PAGE 5 ART BY GREG LAROCQUE & JIM MOONEY
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WEB OF SPIDER-MAN #1 18

M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...

...BUT I AIN'T *NEVER* THOUGHT O-ONE OF US COULD BEAT *S-SPIDER-MAN* SINGLE-HANDED!

IT'S NOT JUST *US*, PIGEON! IT'S HIS *COSTUME!* *LOOK* AT IT! IT'S GOT HIM HOG-TIED!

YEAH, HONCHO, I NOTICED THAT!

LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND *DROP HIM?*

HEY! HELPPP!

DON'T *LIKE* THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR *PUPPET*, RIGHT?

HONCHO! HELP! THE *COSTUME!* IT'S COMIN' AFTER *ME!*

WINGS *AND* A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?

AND HOW LONG HAVE I BEEN OUT?

BONGG! BONGG!

CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?

GOT TO GET LOOSE! *NOW!*

BONGG! BONGG!

SHOOT, DARN YOU!

RATS! YOU DON'T WANT ME *DEAD*, BUT YOU WON'T HELP ME GET *AWAY*, EITHER, WILL YOU, ALIEN?

ALIEN?

WEB OF SPIDER-MAN #1, PAGE 14 ART BY GREG LAROCQUE & JIM MOONEY
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FOREWORD

BY JIM SALICRUP

Can you imagine taking a world-famous comic-book super hero and completely changing his costume? Well, that's just what we did to the Amazing Spider-Man a few years ago. The reaction was phenomenal. Newspapers and TV news programs across the nation carried the story of the wall-crawler's new clothes, and fans everywhere were shocked. This type of thing simply wasn't done. Every red-blooded American knows you don't tamper with success. Had merry Marvel's editors and writers gone insane? Were the hardworking, deadline-driven pencilers and inkers getting tired of drawing all those webs on Spidey's old red-and-blue costume? What was going on? Well, it's a long story...

In the beginning there was Stan Lee. Along with artist Steve Ditko, they created the Amazing Spider-Man over 25 years ago in the final issue of AMAZING FANTASY. Right off the bat, Spidey (as we like to call him) wasn't like other super heroes. Unlike the square-jawed, two-dimensional super do-gooders of the time, Spidey was really a teenaged high-school student. Back in those days teenagers were relegated to the role of the hero's young sidekick. And that's just the tip of the iceberg. Everything about the amazing Spider-Man was different. The basic premise of the strip was what would really happen to someone if he really did receive fantastic super-powers. So when young Peter Parker was bitten by that radioactive spider which gave him the proportionate speed and strength of the arachnid, his problems were just beginning. He had money problems, family problems, school problems, girlfriend problems, work problems, health problems, public relations problems, torn-costume problems — *the guy had problems!* This kind of thing just wasn't supposed to happen to super heroes! And that's exactly the kind of thing that keeps happening to poor Peter Parker. Take the summer of '87, for example. Spidey got married. It wasn't a dream, or an "imaginary story." He really got married! And when he changed his costume, he didn't go back to his original costume at the end of the issue! (He did eventually go back to his old costume, I must confess, but that's another story for another book!)

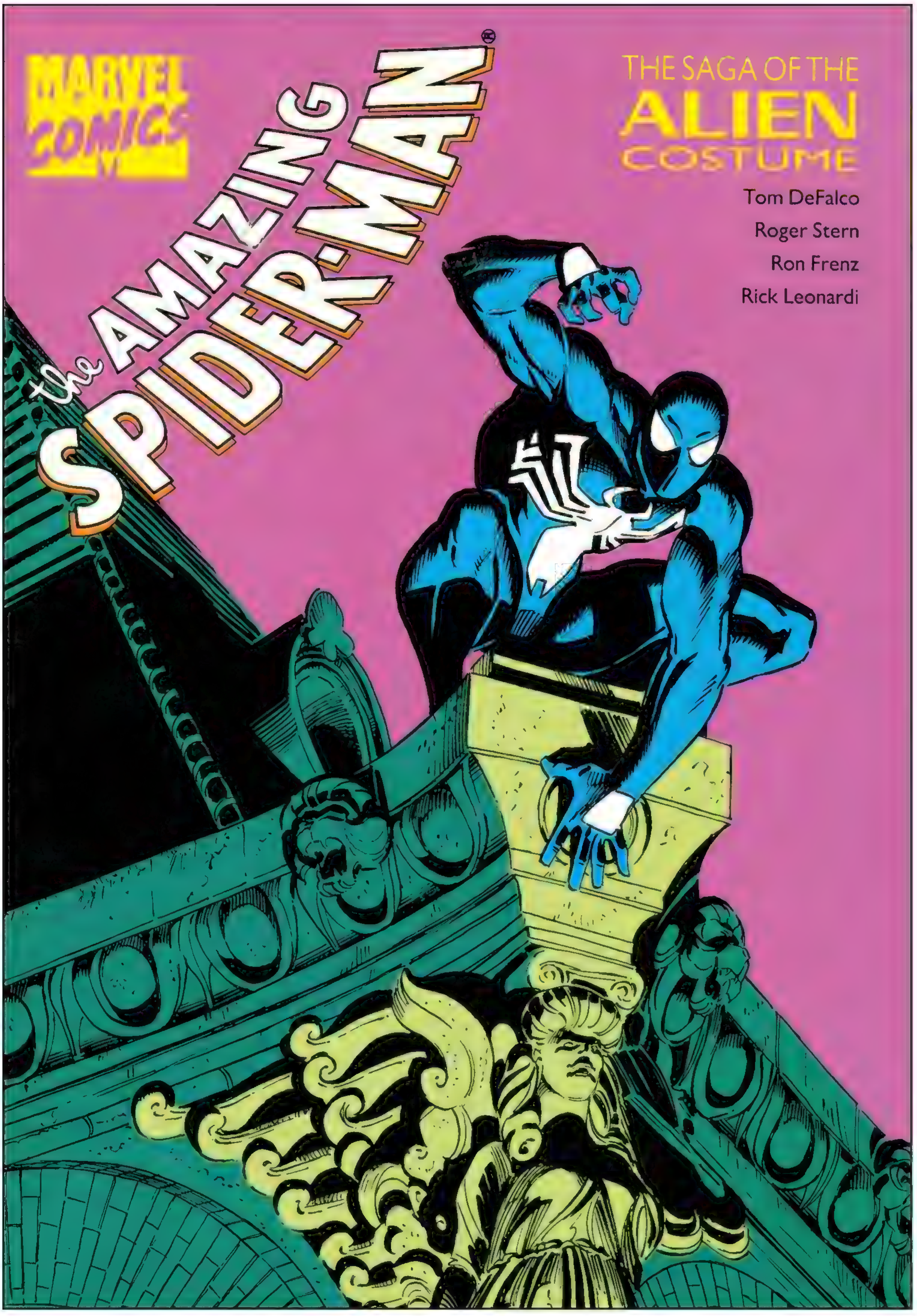
Even the way he got the costume was typical of the ol' Parker luck. You see, he was on this planet known as Battleworld, fighting alongside a couple of dozen Marvel super heroes, when he tore his costume. Spidey couldn't find a needle and thread on this alien world, but he did find a super high-tech contraption that was able to create a brand-new costume for him. It was the latest in state-of-the-art super-suits, capable of creating its own web-fluid, changing into normal civilian clothes, and most mysteriously, it would do so by responding to Spidey's very thoughts! Sure beats the heck out of wash and wear! There was just one small problem. The costume was alive.

Now some of you might be thinking, what's the big deal? After all, there have been other super heroes who have changed their costumes. The big deal was that never before had a super hero as well-known and successful as Spidey changed his appearance. Up until that point only second-string characters would don new duds. It was a way to try boosting both reader interest and sales by giving characters a new look. Changing Spidey's costume was tampering with success, something only the batty Bullpen would ever be crazy enough to dare!

(Ironically, Spidey continued to appear in his red-and-blue costume in the black-and-white internationally syndicated daily comic strip while he wore his new black-and-white outfit in his four-color comic book. Go figure.)

That's enough behind-the-scenes palaverin', the action and excitement of the Saga of the Alien Costume awaits! Enjoy!

JIM SALICRUP
APRIL 1988



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FRANKLY, WE HAVEN'T A CLUE! BUT WE KNOW THE "UNSTOPPABLE"

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IS UP TO NO-GOOD AGAIN!

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KEEP OUT

G. ASKIN

HEY, LOOK! ROBO-SPIDER!™

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BUT HE'S NO LIGHT WEIGHT!

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Austin '92

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MARVEL TALES #276 REPRINTED *AMAZING SPIDER-MAN #263*. COVER BY RON LIM & AL MILGROM

THE DOUBLE-SIZED *MARVEL TEAM-UP #150* WAS SPLIT INTO TWO CHAPTERS FOR ITS REPRINT IN *MARVEL TALES #237-238*. TO MAKE THE BREAK LESS NOTICEABLE, ISSUE #238 BEGAN WITH THIS MODIFIED TITLE/RECAP PAGE, CREATED USING ART FROM *MTU #150* PAGE 16.

Stan Lee PRESENTS: SPIDEY AND-- THE UNCANNY X-MEN-TOGETHER!

'TIS BETTER TO GIVE! PART II

LAST ISSUE: Cain Marko, the rampaging *Juggernaut*, journeyed to the *Temple of Cyttorak*, deep in the Asian jungle. His mission—to retrieve the *Ruby of Cyttorak* (the magical gem which endowed him with his incredible strength and stamina) and present it as a birthday gift to his friend, mutant super-villain, *Black Tom!* TV news reports alerted *Spider-Man* and the *X-Men* to the return of their unstoppable foe. Now, our heroes must locate him in time to stop the mayhem that's about to break out at Black Tom's birthday bash . . .

AAARRRGGGHHH! MY CLOTHES! I'M--

RRRRIIIIIPPPP!

WHAT'S THE MATTER, TOM? DON'T YOU *LIKE* IT?

LOUISE SIMONSON
WRITER
GREG LaROCQUE
PENCILLER
MIKE ESPOSITO
INKER
JANICE CHIANG
LETTERER
BOB SHAREN
COLORIST
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

A VERY SPECIAL ANNOUNCEMENT

Next month will see the appearance on your newsstand of double-sized MARVEL TEAM-UP #150, starring Spider-Man and the X-Men! It's a wild-and-woolly Simonson, LaRocque, Esposito tale of our heroes taking on not one, but two Juggernauts! But, aside from the fact that I think it's gonna be a great issue, it has a special significance.

It's the last issue of MARVEL TEAM-UP.

Shed no tears, though. Sales on TEAM-UP have actually been terrific, and climbing steadily every month. Then why are we canceling it?

Because, five weeks after TEAM-UP #150 appears, you will see the premiere of a new Spider-title, THE WEB OF SPIDER-MAN! So you'll still have your third helping (or fourth, counting MARVEL TALES' classic reprints) of the web-slinger every month. Now, however, we won't be tied to the team-up format. If a given story — in any of the Spider-mags — calls for a guest star, we'll never hesitate to bring that story to life. But if the story seems better suited to a solo Spider-Man, then we'll do it that way. I think you'll find that this way, the wall-crawler's crossovers with the rest of the Marvel Universe will be both surprising and exciting. As usual, I'm sure you'll tell me just how you feel about it. I'm looking forward to your letters.

Anyway, do be here for the next and final issue of MTU. We're goin' out with a bang.

MARVEL TEAM-UP is dead!
Long live the WEB OF SPIDER-MAN!

DANNY FINGEROTH

POST MORTEM DEPARTMENT

As you may know by now, this is the final issue of MARVEL TEAM-UP. But fear not, TEAM-UP fans; you haven't seen the last of Spidey and his (ahem) amazing friends. In six short weeks, look for the debut of an ALL-NEW Spider-Man title, "THE WEB OF SPIDER-MAN." Louise Jones and Greg LaRocque have prepared an epic kickoff issue, which features the final showdown between the web-slinger and his black MARVEL SUPER HEROES SECRET WARS costume. It's the oddest team-up — and love story — ever in Spider-Man history. Take it from me...I've seen it. In six weeks, you will, too.

SPIDER-MAN: THE COMPLETE ALIEN COSTUME SAGA BOOK 1 TPB **COVER BY RON FRENZ, KLAUS JANSON & MATT MILLA**

SPIDER-MAN: THE COMPLETE ALIEN COSTUME SAGA BOOK 1 TPB **BACK COVER BY RON FRENZ, JOSEF RUBINSTEIN & THOMAS MASON**

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CLOAK & DAGGER: CRIME AND PUNISHMENT PREMIERE HC BACK COVER BY AL MILGROM & TOM SMITH

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